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June 24, 2002

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 26 PM 3:49

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Optimum Health and Well-Being, Inc. and a check for the appropriate fee.

Sincerely,


Howard A. Caplan

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*****35.00 *****35.00

HAC/mt
enclosures

Amend.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OPTIMUM HEALTH AND WELL-BEING, INC.

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Pursuant to the provisions of sections 617.1006 and 617.01201, Florida Statutes, this corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST:

Amend Article III of the initial Articles of Incorporation of the corporation to: Said corporation is organized exclusively for charitable, educational and health purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.).

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or

individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation; provided however, that such actions will not jeopardize the not for profit status of the corporation.

Notwithstanding any other provisions of these Articles, the corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

SECOND:

Amend Article VIII paragraph two of the initial Articles of Incorporation of the corporation to: Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be Distributed to the Federal government, or to a State or local government, for a public purpose.

THIRD:

These Amendments were adopted on 5th day of May, 2002.

FORTH:

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Signed this 5th day of May, 2002.

Valveta L. Turner
Valveta L. Turner, President Date