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(Requestor's Name)

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(City/State/Zip/Phone #)

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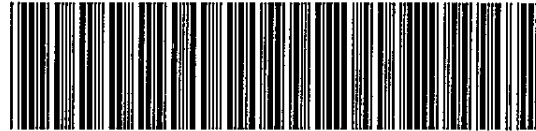
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated Articles

T BROWN JUL - 5 2005

**LAW OFFICES OF RAYMOND J. SKELTON, P.A.**

3349 N. University Drive, Suite #6  
Hollywood, Florida 33024  
Telephone: (954) 430-9005  
Telecopier: (954) 430-3010

Division of Incorporations  
P.O. Box 6327  
Tallahassee, Florida 32314

06/27/2005

RE: Restated Articles of Incorporation for YouthWell, Inc.

People:

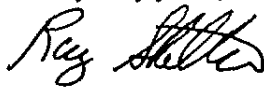
Enclosed are the following documents to be filed with your office:

1. Restated Articles of Incorporation - Two Originals;
2. Forms for acceptance as Registered Agent - Two Originals (included in body of articles of incorporation); Please note the registered agent has not changed from the original filing.
3. Check payable to the Secretary of State for \$35.00;

Please return the stamped articles to my office at the address listed above. Please certify these restated Articles of Incorporation as the articles of incorporation currently in effect providing there is no additional fee other than the enclosed to do so. Thank-you for your assistance.

Please call our office immediately if there is any problem filing these documents.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ray Skelton", written over a horizontal line.

Ray Skelton, CPA  
Attorney at Law

**RESTATED ARTICLES OF INCORPORATION  
OF  
YOUTHWELL, INC.**

**I.**

The name of the Corporation is **YouthWell, Inc.** and its duration shall be perpetual.

**II.**

The principal place of business and mailing address of this corporation shall be 495 NW 118<sup>th</sup> Avenue, Coral Springs, FL 33071

**III.**

The purposes for which this corporation is organized are:

- (1) To develop an institution to teach and disseminate educational material to the public related to combating the obesity epidemic among school aged children, through publications, lectures, seminars, internet, etc. Also, it shall serve to provide access to physical activity programs for underprivileged children.
- (2) The Corporation is organized and shall be operated exclusively for charitable purposes and shall engage in any lawful activities in furtherance of such charitable purposes.
- (3) This organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or any corresponding future provision of any United States Internal Revenue Law.

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- (4) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation , or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.
- (5) Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose.
- (6) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), of any political campaign on behalf of, or in opposition to, any candidate for public office.

#### IV.

The manner in which directors are elected or appointed is as stated in the bylaws. This Corporation shall not have members but only directors.

#### V.

The names and addresses of each corporate officer is:

Sharron C. Gay  
President & Treasurer  
495 NW 118<sup>th</sup> Avenue  
Coral Springs, FL 33071

## VI.

The initial registered office and mailing address of the Corporation shall be at 495 NW 118<sup>th</sup> Avenue, Coral Springs, FL 33071. The initial registered agent at such address shall be Sharron C. Gay. Sharron C. Gay, by her signature bellow, accepts appointment as registered agent of this corporation, and acknowledges familiarity with the legal duties prescribed of registered agents under Florida Law.

  
Sharron C. Gay, Registered Agent

## VII.

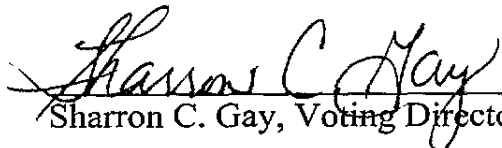
The name and address of the Incorporator is:

Sharron C. Gay  
495 NW 118<sup>th</sup> Ave  
Coral Springs, FL 33071

Certificate of Restatement of Articles of Incorporation per Florida Statute §617.1007:

The above text constitutes the restated articles of incorporation of Youthwell, Inc. and shall supercede the original articles of incorporation filed on May 23, 2005. The above restatement contains no amendment requiring member approval, and the voting Board of Directors adopted the restatement on the date indicated next to the authorized signature below.

The undersigned affirms that the voting board of directors adopted this restatement of the Articles of Incorporation of Youthwell, Inc.

 ; 6/27/05; Date  
Sharron C. Gay, Voting Director, President, & Original Incorporator;