

N060000008317

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(Address)

(City/State/Zip/Phone #)

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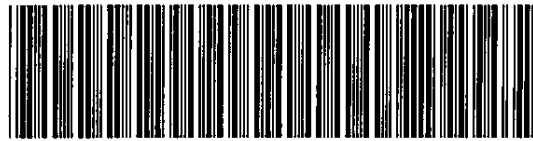
(Business Entity Name)

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TALLAHASSEE FLORIDA

[Handwritten signature]

1-5-2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Nutri-Balance, Inc.

DOCUMENT NUMBER: N06000008317

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephanie J. Ward
(Name of Contact Person)

Nutri-Balance, Inc.
(Firm/ Company)

301 Civic Court, Suite 102
(Address)

Horrestad, FL 33030
(City/ State and Zip Code)

For further information concerning this matter, please call:

Stephanie J. Ward at (305) 282-5429
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2007

STEPHANIE J WARD
301 CIVIC CT STE 102
HOMESTEAD, FL 33030

SUBJECT: NUTRI-BALANCE, INC.
Ref. Number: N06000008317

We have received your document for NUTRI-BALANCE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 507A00001838

**Articles of Amendment
to
Articles of Incorporation
Of
Nutri-Balance, Inc.
Doc. # N06000008317**

**FILED
07 JAN 16 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the provisions of Section 617.006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable, religious, education, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV - MANNER OF ELECTION
MANNER OF ELECTION**

The initial Board of Directors shall be appointed by the incorporator of the Corporation and thereafter shall be elected by the Board of Directors.

ARTICLE V - INTIAL DIRECTORS

The initial Board of Directors shall be as follows:

Darin Pound, 301 Civic Court, Homestead, FL 33030	Chairman
Fran Benson, 301 Civic Court, Homestead, FL 33030	Secretary/Treasurer
David Peyton, 301 Civic Court, Homestead, FL 33030	
Lynda Bell, 301 Civic Court, Homestead, FL 33030	
Delores Ward, 301 Civic Court, Homestead, FL 33030	

ARTICLE VI LIMITATIONS

The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VII DIRECTORS/MEMBERS

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VIII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

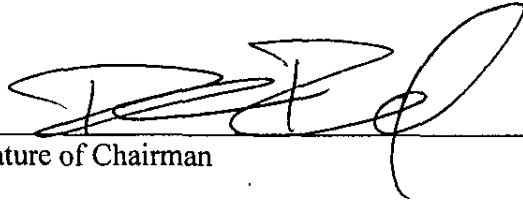
ARTICLE IX DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The date of adoption of the amendments was the 28 day of December, 2006 and shall be effective as of that date.

Adoption of Amendments:

The amendments were adopted by the Board of Directors.

A handwritten signature in black ink, appearing to be 'Darin Pound', written over a horizontal line.

Signature of Chairman

Darin Pound, Chairman