

N10000002232

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APPROVED
AND
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10 MAY 26 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/26/10
TK

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIOPLANET USA CORP.

DOCUMENT NUMBER: N10000002232

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

Please return all correspondence concerning this matter to the following:

JACOBO HAIME

(Name of Contact Person)

(Firm/ Company)

16400 COLLINS AVENUE SUITE 646

(Address)

SUNY ISLES, FL 33160

(City/ State and Zip Code)

INFO@BIOPLANETUSA.ORG

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JACOBO HAIME

(Name of Contact Person)

at (305) 6106265

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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

Articles of Amendment
to
Articles of Incorporation
of

BIOPLANET USA CORP.

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000002232

(Document Number of Corporation (if known))

APPROVED
AND
FILED
10 MAY 26 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			☐ Add
			☐ Remove
			☐ Add
			☐ Remove
			☐ Add
			☐ Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

PLEASE SEE ATTACHED DOCUMENTS

[illegible]

The date of each amendment(s) adoption: May 18, 2010

(date of adoption is required)

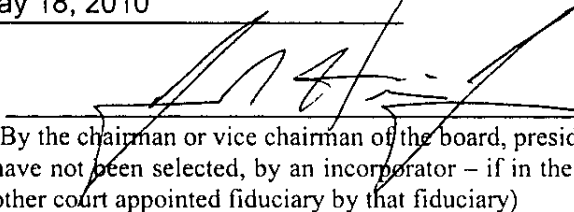
Effective date if applicable: May 18, 2010

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated May 18, 2010

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JACOBO HAIME

(Typed or printed name of person signing)

INCORPORATOR/SOLE DIRECTOR

(Title of person signing)

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

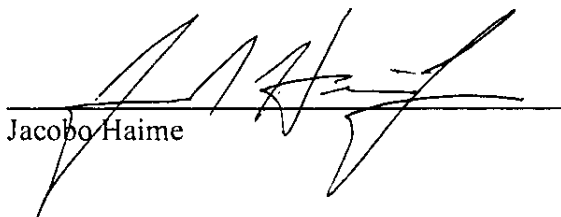
WITNESSETH:

That, BIOPLANET USA CORP, desiring to organize under the laws of the State of Florida, has named Jacobo Haime, located at 16400 Collins Avenue, Suite 646, Sunny Isles, Florida 33160, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 18th day of May, 2010.



Jacobo Haime

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
BIOPLANET USA CORP.**

BioPlanet USA Corp., a Florida not for profit corporation (the "Corporation") (Florida Document Number: N10000002232), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is BioPlanet USA Corp..
2. The Corporation's Articles of Incorporation are hereby amended and restated as set forth on Exhibit A attached hereto (the "Restated Articles").
3. The Restated Articles were adopted and approved by the consent of the sole director of the Corporation on May 18, 2010 without member action and member action was not required. The Restated Articles shall be effective upon filing with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of May 18, 2010.

BIOPLANET USA CORP.

By: _____

Name: Jacobo Haime

Title: Incorporator and Sole Director

Exhibit A
Restated Articles

See attached.

**ARTICLES OF INCORPORATION
OF
BIOPLANET USA CORP.
(A Florida Corporation Not For Profit)**

**ARTICLE I
Name**

The name of this Corporation is BIOPLANET USA CORP. (hereinafter called the "Corporation").

**ARTICLE II
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
Address**

The address of the principal office and the mailing address of the Corporation shall be 16400 Collins Avenue, Suite 646, Sunny Isles, Florida 33160.

**ARTICLE IV
Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V
Purposes**

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

**ARTICLE VI
Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or

hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE VIII

Members

The Corporation shall not have members.

ARTICLE IX

Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be

distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X

Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 the purposes set forth in Article V hereof.

B. No 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

ARTICLE XI

Registered Office; Registered Agent

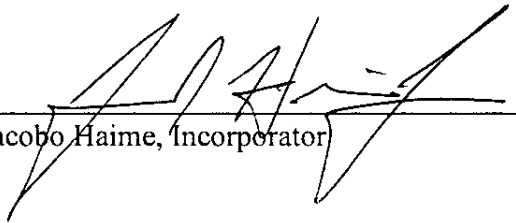
The street address of the Corporation's registered office in the State of Florida is 16400 Collins Avenue, Suite 646, Sunny Isles, Florida 33160 and the name of its registered agent at such office is Jacobo Haime.

ARTICLE XII

Incorporator

The name and address of the sole incorporator is Jacobo Haime, 16400 Collins Avenue, Suite 646, Sunny Isles, Florida 33160.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 18th day of May, 2010.



Jacobo Haime, Incorporator