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LARRY V BISHINS P.A.

DIVISION OF CORPORATIONS

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AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
GI RESEARCH INSTITUTE, INC.

I, the undersigned officer, do hereby certify that the following Amendment and Restatement to the Articles of Incorporation of GI RESEARCH INSTITUTE, INC. a Florida corporation, was unanimously approved and adopted by a Special Meeting of the Members and Board of Directors on the 16th day of January 2012.

AMENDMENT

The Articles of Incorporation of GI RESEARCH INSTITUTE INC. is amended and restated by deleting Articles I through Article XV of the Articles of Incorporation by restating therefore the following Articles One through Twelve:

Article One
Name

The name of the corporation is GI RESEARCH INSTITUTE, INC.

Article Two
Organized Not for Profit

The corporation is a Florida not for profit corporation, public benefit corporation and is not organized for the private gain of any person. It is organized pursuant to Florida Statutes Chapter 617.

Article Three
Address of Principal Office

The street address of the initial principal office and the mailing address of the corporation is: 4316 NE 21st Street, Fort Lauderdale, FL 33308.

Article Four
Purpose

The purpose of the corporation is to do scientific and clinical research to attempt to find cures and treatments for mobility disorders of the gastrointestinal tract.

Article Five
Election of Directors

Pursuant to F.S. 617.0202(1) (d) Directors shall be elected as stated in the bylaws of the corporation.

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Article Six
Initial Directors

The initial directors of the corporation are:

V. Alin Botoman MD
4316 NE 21st Avenue
Fort Lauderdale, FL 33308

Gregory Bonner MD
2800 NE 40th Court
Lighthouse Point, FL 33064

Sue Breno CRC
2375 NW 87th Dr.
Coral Springs, FL 33065

Article Eight
Property of Corporation

The property of this corporation is irrevocably dedicated to the purposes set forth above and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any 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 IV hereof and to the extent permitted by applicable law.

Article Nine
Dissolution and Winding Up

Upon dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for public or charitable purposes and that has established its tax-exempt status under Internal Revenue Code Section 501(c) (3), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by any proper court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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Article Ten
No Political Activity

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, and any advocacy of a particular position or viewpoint must present a sufficiently full and fair exposition of the pertinent facts to permit any individual or the public to form an independent opinion or conclusion.


Article Eleven

Organized Pursuant to
Internal Revenue Code Section 501(c)(3)

This corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Internal Revenue Code Section 501 (c)(3). Notwithstanding any other provision of these articles, the corporation shall not carry on or engage in any other activities or exercise any powers not permitted to be carried on or exercised (a) by a corporation exempt from federal income tax pursuant to internal Revenue Code Section 501(c)(3) (or corresponding provision of any future Internal Revenue Code) or (b) by a corporation to which contributions are deductible under Internal Revenue Code Section 170(c)(2) (or corresponding provision of any future Internal Revenue Code).

Article Twelve
Membership

All membership interests in the Corporation are hereby terminate pursuant to F.S. Sec. 617.0607. All terminated members have executed the minutes of the special meeting terminating their membership interests, and all terminated members have been notified as per statute. The Corporation shall not have any members in the future.


V. Alin Bottoman, MD
President and Secretary