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RZN NUTRACEUTICALS, INC.

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*Amended & Restated
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**CERTIFICATE
REGARDING
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RZN NUTRACEUTICALS, INC.**

RZN NUTRACEUTICALS, INC., a Florida corporation (the "Corporation"), 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 Third Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The Corporation's Third Amended and Restated Articles of Incorporation attached hereto (the "Amended and Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
2. The Amended and Restated Articles contain certain amendments to the Corporation's Articles of Incorporation, which were (i) recommended for shareholder approval by the Board of Directors of the Corporation to the shareholders of the Corporation on March 10, 2006 pursuant to a unanimous written consent by the Corporation's Board of Directors, and (ii) approved by the shareholders of the Corporation pursuant to the written consent of the majority of the shareholders of the Corporation, each effective as of March 25, 2006, such votes being sufficient to approve the Amended and Restated Articles of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of March 25, 2006.

RZN NUTRACEUTICALS, INC.

By: 

Name: Mark Lubin

Title: Chief Executive Officer

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**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RZN NUTRACEUTICALS, INC.**

**(Original Articles of Incorporation
filed with the Florida Secretary of State
on March 3, 2000, as amended by the
Restated Articles of Incorporation
filed with the Florida Secretary of State
on June 26, 2002, and further amended by the
Articles of Amendment filed December 15, 2004)**

ARTICLE I - NAME

The name of the corporation is RZN NUTRACEUTICALS, INC. (the "Corporation").

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 50,000,000 shares of Common Stock, par value \$0.10 per share. Shareholders shall have no preemptive rights.

ARTICLE IV - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE V - ADDRESS

The address of the principal office of the Corporation in the State of Florida is 12371 S.W. 132 Court, Miami, Florida 33186.

ARTICLE VI - DIRECTORS

The Corporation's Board of Directors shall consist of at least two (2) directors and no more than twenty-one (21) directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws.

ARTICLE VII - INDEMNITY

The Corporation shall indemnify its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the shareholders and approved at the shareholders' meeting by a majority of the stock entitled to vote, unless all directors and all shareholders sign a written statement approving an amendment to these Articles of Incorporation be made.

ARTICLE IX - REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 340 Minorca Avenue, Suite One, Coral Gables, Florida 33134, and the registered agent for the Corporation at such address shall be Thomas J. Palmieri, Esq.

[signature page follows]

IN WITNESS WHEREOF, the undersigned, has signed these Third Amended and Restated Articles of Incorporation this March 25, 2006.

RZN NUTRACEUTICALS, INC.

By: Mark Lubin

Name: Mark Lubin

Title: Chief Executive Officer

Having been named as registered agent and to accept service of process for RZN NUTRACEUTICALS, INC., at the place designated in the Amended and Restated Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 4/17/06

By: 
Name: Thomas J. Palmieri, Esq.

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