

POO 000042077

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

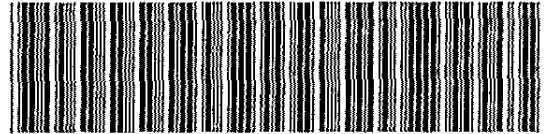
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



900048781549

~~05/03/05 01007 031 \*\*437.50~~

05/03/05--01007--031 \*\*43.75

FILED  
05 MAY 20 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amey*

V. Smith

MAY 23 2005

**HARRIS, HARRIS, BAUERLE & SHARMA**

ATTORNEYS AT LAW  
250 SOUTH ORANGE AVENUE  
THE PARK BUILDING, SUITE 100  
**ORLANDO, FLORIDA 32801**

TELEPHONE (407) 843-0404  
FACSIMILE (407) 843-0444  
(800) 734-2867  
WWW.HHBSLAW.COM

**CHRISTOPHER P. OLIVER**

**CHRIS@HHBSLAW.COM**

April 29, 2005

**Sent Via Federal Express**

Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

To Whom It May Concern:


Enclosed for filing, please find **ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75**, for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

**Good Health Network, Inc.**  
**Document No.: P00000042077**

Upon receipt, please date stamp the copy of the letter provided and return it along with the certified copy of the Articles of Amendment to Harris, Harris, Bauerle & Sharma, 250 South Orange Avenue, Suite 100, Orlando, FL 32801. A self-addressed stamped envelope is provided.

Thank you for your assistance in this matter.

Very truly yours,



Christopher P. Oliver

CPO:meg  
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 12, 2005

HARRIS, HARRIS, BAUERLE & SHARMA  
250 S ORANGE AVE  
THE PARK BLDG STE 100  
ORLANDO, FL 32801

SUBJECT: GOOD HEALTH NETWORK, INC.  
Ref. Number: P00000042077

We have received your document for GOOD HEALTH NETWORK, 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):

Please replace the staute number 607.1002(5) with 607.0602 (5). Also we do not need the Exhibit A & Exhibit B unless you just want them in there.

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: 205A00034199

RECEIVED

05 MAY 23 PM 12:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GOOD HEALTH NETWORK, INC.**

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION**

FILED  
05 MAY 20 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as the Chief Executive Officer of Good Health Network, Inc. (the "Corporation"), a Florida Corporation, on behalf of the Corporation, hereby executes these Articles of Amendment to Articles of Incorporation.

These Articles of Amendment to Articles of Incorporation amend the Corporation's Amended and Restated Articles of Incorporation filed with the Florida Department of State on February 11, 2003.

**ARTICLE I:**

The name of the Corporation is Good Health Network, Inc.

**ARTICLE II:**

The amendment to the Articles of Incorporation effected by these Articles of Amendment is that Section 4.2 of the current Articles of Incorporation is deleted in its entirety and replaced with the following:

"4.2. Preferred Stock. The aggregate number of shares of Preferred Stock which the Corporation shall have authority to issue is 5,000,000, with par value of \$0.0001 per share, upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of Preferred Stock, 614,240 shares shall be designated "Series A Convertible Preferred Stock" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV, and 900,000 shares shall be designated "Series B Convertible Preferred Stock" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV, except that the Series Convertible Preferred Stock shall have priority in dividend and liquidation rights over the Series B Convertible Preferred Stock. The balance of the shares of authorized Preferred Stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, including a preference with respect to any other series of Preferred Stock, and to fix the number of shares and designation of any such series of Preferred Stock. The Board of Directors, within the

limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but no below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series."

ARTICLE III:

The amendment to the Articles of Incorporation reflected in Article II hereof was approved and adopted by the Board of Directors of the Corporation. Pursuant to Florida Statutes Section 607.0602(5), approval by the shareholders of the corporation was not required.

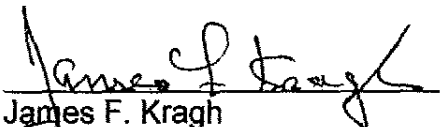
ARTICLE IV:

The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS THEREOF, the Articles of Amendment have been signed by the Chairman and Chief Executive Officer of the Corporation this 2<sup>nd</sup> day of June 2003.

GOOD HEALTH NETWORK, INC.

By:

Name:  James F. Kragh

Title: Chairman of the Board of Directors and  
Chief Executive Officer