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Amend

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June 2, 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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GOOD HEALTH NETWORK, INC.**

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION**

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 Feb. 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 1,600,000 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 not 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), the number of votes cast by the shareholders by written consent was sufficient for approval on November 22, 2004.

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 31st day of March, 2005.

GOOD HEALTH NETWORK, INC.

By:

Name: James F. Kragh

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