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Company GOOD HEALTH NETWORK INC

Address 218 JACKSON ST

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State FL

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32751-5570

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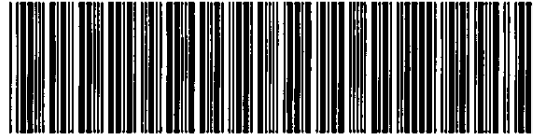
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7/23/07

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
GOOD HEALTH NETWORK, INC.**

07 JUL 18 AM 8:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GOOD HEALTH NETWORK, INC., a Florida corporation (the "**Corporation**"), by and through its Chief Executive Officer, hereby adopts an amendment to its Amended and Restated Articles of Incorporation of February 11, 2003, as amended through the date hereof (the "**Articles of Incorporation**"), as hereinafter set forth.

1. Pursuant to Sections 607.1002(9) and 607.0602(4), Florida Statutes, on July 9, 2007, the Board of Directors of the Corporation duly adopted an amendment to Article IV of the Articles of Incorporation of the Corporation.

Article IV is deleted in its entirety and the following is substituted therefor:

**Article IV  
Capital Stock**

The Corporation is authorized to issue up to 30,000,000 shares of its capital stock in the classes and series set forth herein below.

4.1 **Common Stock.** The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is 20,000,000, with par value of \$0.0001 per share (the "**Common Stock**").

4.2 **Preferred Stock.** The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 10,000,000, with par value of \$0.0001 per share ("**Preferred Stock**"), upon such terms and conditions, including dividend preferences and conversion rights as may be authorized by the Board of Directors of the Corporation.

- (A) Of the authorized shares of Preferred Stock, 1,011,184 shall be designated "**Series A Convertible Preferred Stock**" with the rights, preferences, privileges and restrictions set forth in section 4.3 of this Article IV.
- (B) Of the authorized shares of Preferred Stock, 8,388,816 shall be designated "**Series B Convertible Preferred Stock**" with the rights, preferences, privileges and restrictions set forth in section 4.4 of this Article IV, except that the Series A Convertible Preferred Stock has priority in dividend and liquidation rights over the Series B Convertible Preferred Stock.
- (C) Of the authorized shares of Preferred Stock, 600,000 shall be designated "**Series C Convertible Preferred Stock**" with the rights, preferences, privileges and restrictions set forth in section

4.5 of this Article IV, except that the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock have priority in dividend and liquidation rights over the Series C Convertible Preferred Stock.

The balance of the shares of authorized Preferred Stock, if any, and any of the foregoing designated shares not yet issued, may be divided into such number of series with such rights, privileges and restrictions as the Board of Directors may, from time to time, determine. Subject to any limits imposed by or stated in the resolution(s) of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors may, from time to time, increase or decrease (but not less than 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.

**4.3 Series A Convertible Preferred Stock.** The rights, preferences, privileges, restrictions and other matters relating to the Series A Convertible Preferred Stock (the "**Series A Preferred Stock**") are as follows:

- (A) Dividends. The holders of the Series A Preferred Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefore, dividends in cash before any dividends are paid to the holders of any other class or series of the Corporation's capital stock for such fiscal year. Such dividends shall be non-cumulative. Except as otherwise provided herein with respect to the Series A Preferred Stock, no right shall accrue to holders of Series A Preferred Stock by reason of the fact that dividends on said shares are not declared in any year. Dividends that are not declared shall not accrue, nor shall any undeclared or unpaid dividend bear or accrue any interest.
- (B) Anti-dilution. If, whenever shares of Series A Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or subdivides its Common Stock into a greater number of shares of Common Stock, or combines its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Series A Stock convertible into the same proportionate amount of Common Stock as it would have been convertible into in the absence of such dividend, subdivision or combination.
- (C) Liquidation Preference. Upon a Liquidation Event (as defined below) the holders of the Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common

Stock and/or any other Preferred Stock by reason of their ownership thereof, an amount equal to \$0.0304 per share of Series A Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "**Series A Preferred Amount**"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment of such holders of the full Series A Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be divided between the shares on a pro rata basis. "Liquidation Event" means: (1) the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary; (2) the consolidation or merger of the Corporation with or into any other Corporation or Corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving Corporation); or (3) a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% of the voting power of the purchasing entity).

- (D) Voting Rights. The holders of each share of Series A Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock and/or any other Preferred Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock and/or any other Preferred Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).
- (E) Conversion. The holders of Series A Stock shall have conversion rights as follows:
- (1) Right to Convert. Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock, subject to the proportionate adjustments set forth in Section 4.3(B).

- (2) Automatic Conversion. Each share of Series A Stock shall automatically be converted into one share of Common Stock, subject to the proportionate adjustments set forth in Section 4.3(B), immediately upon the closing of the sale of shares of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

**4.4 Series B Convertible Preferred Stock.** The rights, preferences, privileges, restrictions and other matters relating to the Series B Convertible Preferred Stock, (the "**Series B Stock**") are as follows:

- (A) Dividends. The holders of the outstanding Series B Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefor, and subordinate to any Series A Stock dividends, dividends in cash before any dividend of equal or lesser amount is paid on the Common Stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the Common Stock, and shall be payable only when and if declared by the Board of Directors.
- (B) Anti-dilution. If, whenever shares of Series B Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or subdivides its Common Stock into a greater number of shares of Common Stock, or combines its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Series B Stock convertible into the same proportionate amount of Common Stock as it would have been convertible into in the absence of such dividend, subdivision or combination.
- (C) Liquidation Preference. In the occurrence of a Liquidation Event, the holders of the Series B Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, but subordinate to the holders of the Series A Stock, an amount equal to \$0.429069 per share of Series B Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "**Series B Preferred Amount**"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series B Stock after the

distribution of the amounts due the holders of the Series A Stock in accordance with section 4.3 shall be insufficient to permit the payment of such holders of the full Series B Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be divided between the shares on a pro rata basis.

- (D) Voting Rights. The holders of each share of Series B Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series B Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Series A Stock and Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Series A Stock and Common Stock as a single class) and shall be entitled to notice & any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).
- (E) Conversion. The holders of Series B Stock shall have conversion rights as follows:
  - (1) Right to Convert. Each share of Series B Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock, subject to the proportionate adjustments set forth in Section 4.4(B).
  - (2) Automatic Conversion. Each share of Series B Stock shall automatically be converted into one share of Common Stock, subject to the proportionate adjustments set forth in Section 4.4(B), immediately upon the closing of the sale of shares of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.
- (F) Redemption. The holders of Series B Stock shall have redemption rights as follows (the "**Redemption Rights**"):
  - (1) Mandatory Redemption. Each holder of shares of Series B Stock shall have the option to require the Corporation to redeem (a "**Mandatory Redemption**") up to a total of two-thirds (2/3) of the Series B Stock held by such holder on the

terms and conditions set forth in this Section 4.4(F). Mandatory Redemptions shall be available for incremental amounts of up to two-ninths (2/9) of the total Series B Stock held by such holder (the "**Applicable Incremental Redemption**"), on each of December 31, 2006, December 31, 2007, and December 31, 2008 (each a "**Mandatory Redemption Date**"), at a price per share of Series B Stock according to the following schedule:

<u>Redemption Date</u>	<u>Redemption Amount</u>
December 31, 2006	\$0.5664 per share redeemed
December 31, 2007	\$0.6436 per share redeemed
December 31, 2008	\$0.7380 per share redeemed

For each Mandatory Redemption Date that the holder wishes to redeem the partial or full amount of his, her or its eligible incremental amount of Series B Stock, written notice must be provided to the Corporation on or before October 31 of each such year. If notice is timely provided, then, on such Mandatory Redemption Date, the Corporation will be obligated to redeem, to the extent it may lawfully do so, up to the Applicable Incremental Redemption, as stated in the notice, at the corresponding Redemption Amount, as stated in the schedule provided hereinabove. If in any eligible year the holder does not timely elect to require a Mandatory Redemption, the holder shall be deemed to have waived his or her or its Redemption Rights only with respect to that year's Applicable Incremental Redemption.

- (2) Insufficient Funds for Redemption Payments. If the funds of the Corporation legally available for redemption of any Applicable Incremental Redemption on the applicable Mandatory Redemption Date are insufficient to redeem the total number of shares of the Applicable Incremental Redemption, those funds that are legally available shall be used to redeem the maximum possible number of shares of the Applicable Incremental Redemption, ratably among the holders of such shares who have timely provided the notice set forth in section 4.4(F)(1), based on the number of shares of Applicable Incremental Redemption held by each such holder. At any time and from time to time thereafter when additional funds of the Corporation are legally available for redemption of the balance of such shares, such funds shall be used to immediately redeem the balance of such shares in accordance with the provisions of this section 4.4(F) and such funds shall not be used for any other purpose.
- (3) After Redemption Date. No share of Series B Stock shall be entitled to any dividends accruing after the date on which

such shares have been redeemed. After redemption, all rights of the holder of such redeemed shares of Series B Stock shall cease, and such shares of Series B Stock shall no longer be deemed to be issued and outstanding.

- (4) Redeemed or Otherwise Acquired Shares of Series B Preferred. Any shares of Series B Stock which are redeemed or otherwise acquired by the Corporation shall be canceled and retired to authorized but unissued shares of Series B Stock.

**4.5 Series C Convertible Preferred Stock.** The rights, preferences, privileges, restrictions and other matters relating to the Series C Convertible Preferred Stock, (the "**Series C Stock**") are as follows:

- (A) Dividends. The holders of the outstanding Series C Stock shall be entitled to an annual dividend of ten percent (10.0%) of the deemed value of each share of Series C Stock (the "**Dividend**"); provided, however, subject to the other provision of this section 4.5(A), such dividend shall be payable upon the earlier of: (1) when and as declared by the Board of Directors, out of any assets at the time legally available therefore; or (2) the fifth anniversary of the issuance of such share of Series C Stock; or (3) the occurrence of a Liquidation Event. Dividends shall be cumulative *pro rata* based on a 365 day year. Payment of the Dividend shall be subordinate to Series A Stock dividends and Series B Stock dividends, but superior to, and payable in cash, in full, before, any dividend is paid on the Common Stock. "**Deemed Value**" means, for each share of Series C Stock, one dollar (\$1.00). Other than the Dividend, the Series C Stock shall be not participate in the dividends that may be declared, from time to time, by the Board of Directors.
- (B) Liquidation Preference. In the occurrence of a Liquidation Event, the holders of the Series C Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, but subordinate to the holders of the Series A Stock and the Series B Stock, an amount equal to \$1.00 per share of Series C Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to the cumulative Dividend, if any (as to each series, the "**Series C Preferred Amount**"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series C Stock after the distribution of the amounts due the holders of the Series A Stock in accordance with section 4.3 and the Series B Stock in accordance with section 4.4 shall be insufficient to permit the payment of such holders of the full Series C Preferred Amount, then the entire assets and funds of the Corporation legally



available for distribution shall be divided between the Series C Stock on a pro rata basis.

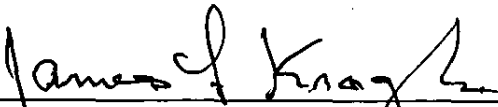
- (C) Voting Rights. The holders of the shares of the Series C Stock shall not be entitled to vote.
- (D) Conversion. The holders of Series C Stock shall have conversion rights as follows:
  - (1) Right to Convert. Each share of Series C Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into that number shares of the fully paid and non-assessable Common Stock determined by: (i) adding the Deemed Value and the unpaid accumulated Dividends as of the date of such conversion; and (ii) dividing the result of (i) by 0.50.
  - (2) Automatic Conversion. Each share of Series C Stock shall automatically be converted into that number of shares of the fully paid and non-assessable Common Stock described in section 4.5(F)(1): (i) immediately upon the closing of the sale of shares of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan; or (ii) on and after the fifth anniversary of the issuance of such share upon thirty (30) days written notice to the holder and payment of the unpaid accumulated Dividends, in full, in cash.
- (E) Redemption. The Company may, from time to time, redeem all or any portion of the Series C Stock upon thirty (30) days written notice to the holder and payment of the Deemed Value plus the unpaid accumulated Dividends, in full, in cash. If the holder of shares of Series C Stock that is to be redeemed fails to deliver such shares to the Company within forty five (45) days of such notice, then the Company may, at its option, in addition to all other remedies it may have, send the foregoing redemption amount to the holder and cancel on its books the certificate or certificates representing such shares.
  - (1) After Redemption Date. No share of Series C Stock shall be entitled to any dividends accruing after the date on which such shares have been redeemed. After redemption, all rights of the holder of such redeemed shares of Series C Stock shall cease, and such shares of Series C Stock shall no longer be deemed to be issued and outstanding.

- (2) Redeemed or Otherwise Acquired Shares of Series C Preferred. Any shares of Series C Stock which are redeemed or otherwise acquired by the Corporation shall be canceled and retired to authorized but unissued shares of Series C Stock.

2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. Shareholder approval of the amendment is not required.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 17 day of July, 2007.

  
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James F. Kragh, Chief Executive Officer