

Division of Corporations

# P00000043415

Florida Department of State  
Division of Corporations  
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## BASIC AMENDMENT INDIVIDUAL NUTRITION, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
INDIVIDUAL NUTRITION, INC.

The undersigned, as the President of INDIVIDUAL NUTRITION, INC., does hereby certify that the Amendment provided for herein was adopted by the stockholders and directors of the corporation on the 7<sup>th</sup> day of June, 2000.

1. Amendment Adopted: Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III  
CAPITAL STOCK

This corporation shall be authorized to issue two classes of capital stock to be designated respectively preferred stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock the corporation shall have authority to issue is 5,000,000 shares (par value \$.01), and the total number of shares of Common Stock the corporation shall have authority to issue is 20,000,000 shares (par value \$.001). The Preferred Stock authorized by this Certificate of Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;
- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;

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- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation."

2. Stockholder Approval: The holders of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote approved this Amendment by a Special Corporate Action by Written Consent of Shareholders such that the number of votes cast for the amendment was sufficient for approval by the shareholders. Prompt notice of this action was provided to all stockholders of the Corporation in accordance with Chapter 607 of the General Corporate Laws of the State of Florida and the provisions of the Corporation's Articles of Incorporation and Bylaws.

3. All other provisions of the Articles of Incorporation remain the same as originally filed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on the 7<sup>th</sup> day of June, 2000.

INDIVIDUAL NUTRITION, INC.,  
a Florida corporation

By: 

James V. McGoodwin, CEO

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