

12-09-2003 12:20AM

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**P02000064693**

Florida Department of State  
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**BASIC AMENDMENT**

**HEALTHY GUEST, INC.**

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF HEALTHY GUEST, INC.**

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Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Director and President of Healthy Guest, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**FIRST:** The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 12, 2002, Document No. P02000064693.

**SECOND:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and a majority of its shareholders on September 10, 2003. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I  
NAME**

The name of the Corporation is Healthy Guest, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

Brian Pearlman, Esq., Fla. Bar. #157023  
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350 E. Las Olas Boulevard, Suite 1700  
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**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

458 W. Hillsboro Blvd.  
Deerfield Beach, Florida 33441

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Eleven Million (11,000,000) shares, of which:

(i) Ten Million (10,000,000) shares shall be designated Common Stock, \$.01 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) One Million (1,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 458 W. Hillsboro Blvd., Deerfield Beach, Florida 33441. The name of the Corporation's registered agent at that office is: Neal Krouse, D.O.

**ARTICLE VII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Neal Krouse, D.O., 458 W. Hillsboro Blvd., Deerfield Beach, Florida 33441.

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**ARTICLE VIII  
AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE IX  
CONTROL SHARE ACQUISITIONS**


The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

THIRD: The foregoing amendment was adopted by all of the Directors and the majority holders of the Common stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on September 10, 2003. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of September, 2003.

  
Neal Krouse, D.O., Director and President

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting; the designation as registered agent and registered office of Healthy Guest, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 10th day of September, 2003.

  
Neal Krouse, D.O.  
Registered Agent

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