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Division of Corporations

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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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BASIC AMENDMENT

WELLINGTON HEALTH & NUTRITION, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 25, 2004

WELLINGTON HEALTH & NUTRITION, INC.
976 SPYGLASS WAY
JUPITER, FL 33477

SUBJECT: WELLINGTON HEALTH & NUTRITION, INC.
REF: F03000045944

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet:

When changing the name of a corporation filed pursuant to chapter 607, Florida Statutes, to that of a professional service corporation filed pursuant to chapter 621, Florida Statutes, the nature of business must also be added or changed to specifically indicate what type of professional service the corporation will be rendering.

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) 243-6869.

Teresa Brown
Document Specialist

FAX Aud. #: ED4000038915
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation were adopted effective February 26, 2004 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Allan Meyerson, P.A.

Old Name: Wellington Health & Nutrition, Inc.

The Corporation is being formed for the practice of real estate services and all other activities permitted under applicable law.

Article II. Address

The mailing address of the Corporation is:

Allan Meyerson, P.A.

376 Spyglass Way

Jupiter FL 33477

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Allan Meyerson

Ellen J. Meyerson

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.

941 Fourth Street

Miami Beach FL 33139

(305) 672-0686

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Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Allan Meyerson
376 Spyglass Way
Jupiter FL 33477

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Allan Meyerson, P.A.

Wellington Health & Nutrition, Inc.

By: 

Name: Allan Meyerson

Title: President

Date: February 26, 2004

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Allan Meyerson, P.A.

REGISTERED AGENT/OFFICE:

Allan Meyerson
376 Spyglass Way
Jupiter FL 33477

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ALLAN MEYERSON

Date: February 26, 2004

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0666

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