

AUG 17 2004 3:13PM

CORPORATION SVC CO

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**P04000012603**

Florida Department of State  
Division of Corporations  
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**BASIC AMENDMENT**

**INNOVATIVE HEALTH SOLUTIONS & TECHNOLOGIES INC.**

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT  
OF  
INNOVATIVE HEALTH SOLUTIONS & TECHNOLOGIES INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on January 12, 2004 and Document Number P04000012603, are hereby amended by the shareholders and Directors of the Corporation whereby the number of votes cast for the amendment by the shareholders was sufficient for approval and evidenced pursuant to a written consent in lieu of meeting executed by a majority of the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on July 29, 2004, as follows:

The original Articles of Incorporation are hereby deleted in their entirety and replaced with the following:

**ARTICLE I  
NAME**

The name of this Corporation is: Innovative Health Solutions & Technologies, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

1854 SW Palm City Rd. Apt. #204  
Stuart, Florida 34994

**ARTICLE III  
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law. The effective date of this incorporation shall be upon filing.

**ARTICLE IV  
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

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ARTICLES OF AMENDMENT  
OF  
INNOVATIVE HEALTH SOLUTIONS & TECHNOLOGIES, INC.

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## **ARTICLE V** **STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

## **ARTICLE VI** **PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights. Therefore, each Shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder that does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the price, terms and conditions of the issue of the shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty days of receipt of the notice from the Corporation.

## **ARTICLE VII** **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

## **ARTICLE VIII** **QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of Shareholders.

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**ARTICLE IX**  
**REGISTERED OFFICE AND AGENT**

The street address of this Corporation's registered office in Florida is 2055 South Kanner Highway, Stuart, Florida 34994 and the name of its initial registered agent at that address is Thomas W. Dvorak.

**ARTICLE X**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of Directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation. The following person is appointed to serve as Director of the Corporation:

<u>Name</u>	<u>Address</u>
Dr. Andrew Linial	1854 SW Palm City Rd. Apt. 204 Stuart, Florida 34994
Richard Ejgrid	4910 S.E. Devenwood Way Stuart, Florida 34994

**ARTICLE XI**  
**COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies

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such contract or transactions.

**ARTICLE XII**  
**BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

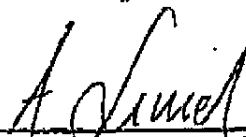
**ARTICLE XIII**  
**EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the Corporation's Directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the Shareholders as well as the Directors.

**ARTICLE XIV**  
**SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

  
\_\_\_\_\_  
Dr. Andrew Linial, Shareholder

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CORPORATION SVC CO

(FAX) 772 228 9NO. 084

P. 6/706/007

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**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That INNOVATIVE HEALTH SOLUTIONS & TECHNOLOGIES, INC. desiring to organize as a corporation under the laws of the State of Florida, with its registered agent in Florida being in the County of Martin, at 2055 South Kanner Highway, Stuart, FL 34994 has named Thomas W. Dvorak located at that same address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**


Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
Thomas W. Dvorak, Registered Agent

7/29/04  
Date

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation effective the 29<sup>th</sup> of July, 2004.

ATTEST:

By:   
Richard Ejgrid, Secretary

By:   
Dr. Andrew Linial, Shareholder

By:   
Dr. Andrew Linial, President

ARTICLES OF AMENDMENT  
OF  
INNOVATIVE HEALTH SOLUTIONS & TECHNOLOGIES, INC.

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CORPORATION SVC CO

(FAX) 772 223 9NO. 084 P. 7/707/007

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STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of July, 2004,  
by Dr. Andrew Linial, as President and Shareholder and Richard Ejgrid as Secretary, of  
INNOVATIVE HEALTH SOLUTIONS & TECHNOLOGIES, on behalf of the Corporation, who  
are personally known to me.

  
NOTARY PUBLIC



Thomas W. Dvorak  
My Commission DD220241  
Expires June 05, 2007

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ARTICLES OF AMENDMENT  
OF  
INNOVATIVE HEALTH SOLUTIONS & TECHNOLOGIES, INC.

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