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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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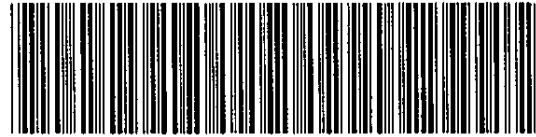
(Business Entity Name)

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*Amend v Rest.*  
**C.COULLIETTE**

DEC 11 2009

**EXAMINER**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Doctors Wellness Clinic,  
INC.

Signature \_\_\_\_\_

Requested by: Brander 12/10 Am  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- ☒ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- ☒ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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December 10, 2009

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: DOCTORS WELLNESS CLINIC, INC.  
Ref. Number: P06000090400

We have received your document for DOCTORS WELLNESS CLINIC, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 109A00037721

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**DOCTORS WELLNESS CLINIC, INC.**

The undersigned, as President of **DOCTORS WELLNESS CLINIC, INC.**, a Florida corporation (the "Corporation"), hereby amends the Articles of Incorporation of the Corporation, and does hereby certify that the Amendments provided for herein:

1. to change the principal place of business address;
  2. to change the mailing address of the Corporation
  3. to decrease the number of shares of the Corporation's authorized stock
  4. to change the Name and Address of the Registered Agent;
  5. to change the Officers and Directors of the Corporation,
  6. to add the duration of the Corporation;
  7. to add an indemnification of the Officers and Directors of the Corporation;
- and
8. to add the right to amend the Articles of Incorporation,

were adopted, unanimously by Special Corporate Actions by Written Consent of the Board of Directors of the Corporation on December 8 2009, in accordance with the provisions of Chapter 607 of the General Corporation Law of the State of Florida, the amendments were adopted without shareholder action and shareholder action was not required.

The Corporation was incorporated in the State of Florida on July 7, 2006, as Document #P06000090400 (the "Articles of Incorporation"), with the effective date being September 1, 2006. The Directors and Officers were named in the Articles of Incorporation filed on that day. An Organizational Meeting and First Meeting of the Corporation was never held, and shares of stock were never issued, therefore, there are no shareholders of the Corporation at present, and the Directors and Officers were never confirmed.

**ARTICLE I - Name of Corporation**

1. The name of the Corporation is **DOCTORS WELLNESS CLINIC, INC.**
2. Article II of the Articles of Incorporation is hereby deleted in its entirety and the following Article II substituted in its stead:

**ARTICLE II -Principal Place of Business and Mailing Address**

The address of the principal place of business is:

10700 Johnson Blvd.  
Suite D  
Seminole, FL 33772;

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DIVISION OF CORPORATIONS  
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The mailing address of the Corporation is:

10700 Johnson Blvd.  
Suite D  
Seminole, FL 33772.

3. Article III remains the same as originally written in the Articles of Incorporation.

4. Article IV of the Articles of Incorporation is hereby deleted in its entirety, and the following Article IV substituted in its stead:

**ARTICLE IV**

The number of shares of the Corporation is authorized to issue is:

10,000 Shares of Common Stock at a par value of \$.001 per share.

5. Articles V of the Articles of Incorporation is hereby deleted in its entirety, and the following Article V substituted in its stead:

**ARTICLE V**

The Name and Florida Street Address of the Registered Agent is:

Edward C. Castagna, Jr.  
Castagna Law Firm, P.A.  
611 Druid Road East  
Suite 710  
Clearwater, FL 33756.

6. Article VI of the Articles of Incorporation pertaining to the incorporator remain the same.

7. Article VII of the Articles of Incorporation is hereby deleted in its entirety, and the following Article VII substituted in its stead:

**ARTICLE VII**

The Sole Director and Officer of the Corporation is:

Sole Director and President  
Mike Linkous,  
10700 Johnson Blvd.  
Suite D  
Seminole, FL 33772;

8. Article VIII of the Articles of Incorporation is hereby deleted in its entirety, and the following Article VIII substituted in its stead:

**ARTICLE VIII**

The effective date for this Corporation shall be the date that this Amendment to the Articles of Incorporation is filed with the Office of the Secretary of State.

9. Articles IX, X and XI are hereby added to the Articles of Incorporation:

**ARTICLE IX**

The duration of this Corporation shall be perpetual.

**ARTICLE X**

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE XII**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

10. All other Articles and provisions of the Articles of Incorporation shall remain the same and in full force and effect as originally filed.

11. The following Resolutions were adopted by Special Corporate Actions by Written Consent unanimously the Board of Directors:

RESOLVED, that the Sole Director and President of the Corporation is hereby authorized to amend the Articles as hereinabove set forth.

FURTHER RESOLVED, that the Sole Director and President of the Corporation is hereby authorized and directed, in the name of the Corporation and on its behalf, to do and perform all things and acts, and to execute and deliver or file all instruments, amendments, certificates and documents that he shall determine to be necessary, appropriate or desirable to carry out the foregoing actions, and such determination to be conclusively evidenced by the doing or performing of any such acts or things, or the execution and delivery of any such instrument amendment, certificate or document.

FURTHER RESOLVED, that said resolutions were duly adopted in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the Sole Director and President of the Corporation has hereby executed the foregoing Articles of Amendment to the Articles of Incorporation of the Corporation on December 8, 2009, and hereby certifies that the facts herein stated are true and correct, and were approved by Written Consent of the Sole Member of the Board of Directors of the Corporation, and the provisions set forth herein shall be effective the date that these Articles of Amendment are filed with the Office of the Secretary of State.

DOCTORS WELLNESS CLINIC, INC.,  
a Florida corporation

By: \_\_\_\_\_

Mike Linkous  
Sole Director and President

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

The foregoing instrument was acknowledged before me this 9th day of December, 2009, by MIKE LINKOUS, as Sole Director and President of DOCTORS WELLNESS CLINIC, INC., a Florida corporation, on behalf of said Corporation, who is personally known to me, ~~of~~ who produced a \_\_\_\_\_ as identification.

Kathy E. Otting  
Notary Public

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

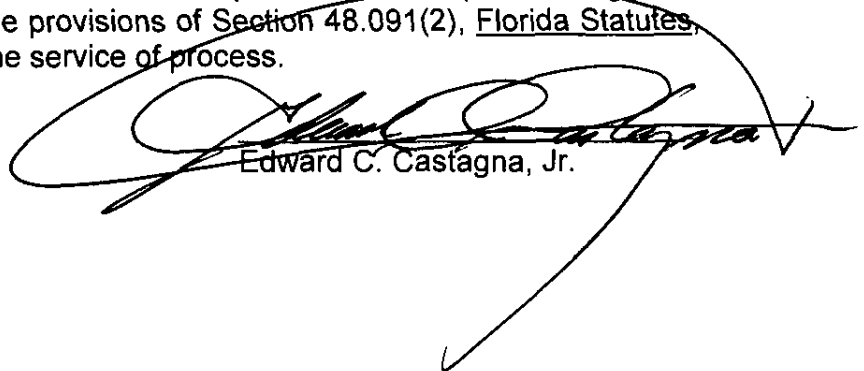


**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**AND STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, **DOCTORS WELLNESS CLINIC, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **EDWARD C. CASTAGNA, JR.** located at **611 DRUID ROAD EAST, SUITE 710, CLEARWATER, FL 33756**, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above named Corporation, ~~at the place designated above~~, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.

  
Edward C. Castagna, Jr.