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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
NUTRUVIA WELLNESS, INC.

1. These Articles of Amendment amend the Articles of Incorporation of Nutruvia Wellness, Inc. (the "Corporation"), as filed with the Department of State of the State of Florida on the 27th day of September 2006. These Articles of Amendment were adopted by the Board of Directors of the Corporation, pursuant to unanimous written consent of all of the directors of the Corporation on December 15, 2006, pursuant to Article V of the Articles of Incorporation and in accordance with Section 607.0602 of the Florida Business Corporation Act.

2. These Articles of Amendment were adopted by the Board of Directors of the Corporation without shareholder approval, and no shareholder action or approval was required.

3. The Articles of Incorporation, as amended, are hereby amended by adding the following new provisions under Article V - **CAPITAL STOCK** immediately following the paragraph captioned "Preferred Stock":

Series A Preferred Stock and Designation of Rights, Preferences and Limitations. The Series A Preferred Stock shall have the relative powers, preferences, rights, qualifications, limitations and restrictions as follows.

(a) **Series and Number of Shares Designated.** One million (1,000,000) shares of the Preferred Stock, par value \$.50 per share, shall be designated and known as Series A Preferred Stock (the "Series A Preferred"). The preferences, limitations and relative rights of the Series A Preferred and the holders thereof are set forth below.

(b) **Redemption and Automatic Conversion.** Each share of the Series A Preferred may be redeemed by the Corporation at a redemption price of \$2.00 per share (i) by transmitting written notification of such intended redemption (the "Redemption Notice") to the last known address of the holder of such share as recorded in the books and records of the Corporation, at any time within four (4) years after issuance (the "Redemption Period"), and (ii) by delivering the \$2.00 per share payment to the holder within thirty (30) days of the date of the Redemption Notice or tendering, within such 30-day period, such \$2.00 per share payment to an escrow account for the benefit of the holder, if the holder cannot be located at that time. At the end of the Redemption Period applicable to each share of Series A Preferred, each such share which has not been redeemed and which remains outstanding will automatically convert to Common Stock on a ten-for-one basis, so that 10 shares of Common Stock will be issued for each such share of Series A Preferred. There shall be proportionate adjustments in the conversion to Common Stock in the event that the Common Stock is split or a stock dividend is paid on

TPA:483025:3

H07000025372 3

the Common Stock in any consecutive 12-month period equal to or greater than 25% of the outstanding Common Stock, i.e. a stock dividend of at least one share for every four shares outstanding (an "Adjustable Stock Dividend").

(c) Dividends. There will be no dividends on the Series A Preferred.

(d) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred shall be entitled to receive, subject to the prior preferences and rights of Senior Stock (defined below) and before any payment shall be made in respect of the Common Stock or other Junior Stock (defined below), by reason of their ownership thereof, an amount equal to \$2.00 per share (as adjusted only for any combinations or splits of such Series A Preferred shares) for each share of Series A Preferred then held by them. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred shares shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then following the payment to the holders of any Senior Stock of the full amounts to which they are entitled, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred shares in proportion to the preferential amount each such holder is otherwise entitled to receive.

"Senior Stock" shall mean, for purposes of this "Liquidation Preference" section, any class or series of stock of the Corporation ranking senior to the Series A Preferred in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Corporation. "Junior Stock" shall mean, for purposes of this "Liquidation Preference" section, the Common Stock and any other class or series of stock of the Corporation not entitled to receive any assets upon the liquidation, dissolution or winding up of the affairs of the Corporation until the Series A Preferred shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

A "liquidation, dissolution or winding up" within the meaning of this "Liquidation Preference" section which shall entitle the holders of Senior Stock, Series A Preferred and Junior Stock to receive at the closing in cash, securities or other property (valued as provided below) amounts as specified in above, shall include: (i) a consolidation or merger of the Corporation with or into any other corporation or corporations pursuant to which the shareholders of the Corporation prior to the merger or similar transaction shall own less than fifty percent (50%) of the voting securities of the surviving corporation, (ii) a sale, conveyance or disposition of all or substantially all of the assets of the Corporation, or (iii) the effectuation by the Corporation of a transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of (other than the sale of Preferred Stock).

Whenever the distribution provided for in this "Liquidation Preference" section shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors, and with respect to the gross amounts of their distributions, the holders of Series A Preferred shall participate ratably in the distribution of such securities or other property.

The Corporation shall give each holder of record of Series A Preferred written notice of any impending event designated in this "Liquidation Preference" section, not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the notice provided for herein; provided, however, that such period may be shortened upon the written consent of the holders of Series A Preferred who are entitled to such notice
TPA:483025:3

rights or similar notice rights and who represent at least a majority of the voting power of all then outstanding shares of such Series A Preferred.

(e) Voting. The Series A Preferred shares will have one vote per share equal to one vote of Common Stock, which voting rights will be proportionately adjusted for any stock splits of the Common Stock into which the Series A Preferred are convertible or Adjustable Stock Dividend, in the same manner as the above conversion ratio. The Series A Preferred shares shall vote with the Common Stock as if part of the same class.

(f) No Impairment. The Corporation will not, by amendment of this designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this designation and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred against impairment.

(g) Notices. All notices to the holders of the Series A Preferred shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Corporation. If the mailing address of any holder of Series A Preferred is outside of the United States, a copy of any notice to be sent pursuant to this Section shall be sent to such holder by telecopy or telex (with confirmation of receipt) and shall be deemed given upon transmission and any notices deposited in the mail shall be sent by registered airmail.

(h) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized and unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred. Such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred; and if at any time the number of authorized and unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred, the Corporation shall take such corporate action as, in the opinion of its counsel, may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging its best efforts to obtain the requisite shareholder approval of any necessary amendment to this designation.

(i) Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of Series A Preferred. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, in lieu of issuing any fractional share, the Corporation shall pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

(j) Issuance of Certificates. The Board of Directors shall have the authority to issue shares of the capital stock of this Corporation and the certificates therefore subject to such transfer restrictions and other limitations as it may deem necessary to promote compliance with applicable federal and state securities laws, and to regulate the transfer thereof in such manner as may be calculated to promote such compliance or to further any other reasonable purpose.

(k) Legends. Any certificate evidencing the Series a Preferred Stock and the securities issued upon conversion of the Series A Preferred Stock shall bear legends in substantially the following form:

"THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER FEDERAL OR STATE SECURITIES LAWS AND MAY NOT BE OFFERED OR SOLD, OR TRANSFERRED FOR VALUE WITHOUT EITHER REGISTRATION UNDER THOSE LAWS OR THE FURNISHING OF AN OPINION OF COUNSEL SATISFACTORY TO COUNSEL FOR THE CORPORATION THAT TO DO SO WOULD NOT VIOLATE THE REGISTRATION PROVISIONS OF SUCH LAWS."

IN WITNESS WHEREOF, the undersigned Chairman of the Board and Chief Executive Officer of the Corporation has executed these Articles of Amendment on this 15th day of December 2006.



Craig A. Teich, Chairman of the Board and
Chief Executive Officer