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From: RUDEN, MCCLOSKEY 17 FL ST

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NUTRUVIA WELLNESS, INC.

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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NUTRUVIA WELLNESS, INC.**

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07 JUN 18 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in his capacities as the Chairman of the Board of Directors and Chief Executive Officer of Nutruvia Wellness, Inc., a Florida corporation (the "Corporation"), has executed these First Amended and Restated Articles of Incorporation ("these Restated Articles") as adopted by the Corporation on June 14, 2007, pursuant to the resolutions contained in a unanimous written consent of the directors of the Corporation and a written consent of shareholders holding a majority of the common stock and a majority of the preferred stock, each of which were adopted and signed as of June 14, 2007. Such written consents were sufficient for such approval.

These Restated Articles amend and restate in the entirety the Corporation's Articles of Incorporation filed with the Florida Department of State (the "Department") on September 27, 2006 (the "Initial Articles"), as amended by the Articles of Amendment filed with the Department on January 29, 2007 (referred to below together with the Initial Articles as the "Initial Amended Articles"). These Restated Articles are adopted in order to: (i) increase the authorized shares of preferred stock of the Corporation from 5,000,000 shares to 25,000,000 shares; (ii) increase the authorized shares of Series A Preferred Stock of the Corporation from 1,000,000 shares to 10,000,000 shares; (iii) increase the length of the Corporation's redemption period, with respect to the Series A Preferred Stock of the Corporation, from four (4) years after issuance to five (5) years after issuance; and (iv) consolidate all provisions of the Corporation's articles of incorporation into a single document.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is Nutruvia Wellness, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and the mailing address of the principal office of the Corporation both initially were and continue to be:

200 S. Andrews Avenue, Suite 501
Fort Lauderdale, Florida 33301

ARTICLE III

DURATION

The Corporation began its existence on September 27, 2006 upon the filing and recording of the Initial Articles with the Department, and the Corporation shall have perpetual existence.



ARTICLE IV

PURPOSE

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

ARTICLE V

CAPITAL STOCK

The maximum number of shares of its common stock that the Corporation is authorized to have outstanding at any one time is 100,000,000 shares, \$0.01 per share par value (the "Common Stock"). The maximum number of shares of its preferred stock that the Corporation is authorized to have outstanding at any time is 25,000,000 shares, \$0.50 per share par value (the "Preferred Stock"). The consideration to be paid for each share shall be fixed by the Board and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

Common Stock. Subject to the rights of the Corporation's preferred stock and except as otherwise provided by the laws of the State of Florida, the holders of record of Common Stock shall share ratably in all dividends, payable in cash, stock or otherwise, and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise. The holders of Common Stock shall be entitled to one vote per share of Common Stock held, with respect to all matters to be voted on by the shareholders of the Corporation.

Preferred Stock. The Board of Directors of the Corporation (the "Board") is authorized, from time to time, without shareholder approval, to determine, designate and cause the Corporation to issue various series of Preferred Stock, and to specify, and thereafter alter, the preferences, rights, privileges, limitations and restrictions granted to and imposed upon the Preferred Stock and any series thereof, and to fix the number of shares and designation of any series of Preferred Stock. Such authorization shall enable the Board to fix for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences (including seniority upon liquidation), relative participating, optional or other special rights, redemption rights, conversion privileges and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board providing for the issuance of such series and to the fullest extent as now or hereafter permitted by these Articles of Incorporation and the laws of the State of Florida. Unless a vote of any shareholder is required pursuant to a certificate establishing a series of Preferred Stock, from time to time, the Board may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series, within the limits and restrictions stated in any resolutions of the Board originally fixing the number of shares constituting any series.

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

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(a) Series and Number of Shares Designated. Ten million (10,000,000) 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 five (5) 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 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 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 un-issued 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 un-issued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred,

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the Corporation shall take such corporate action as, in the opinion of its counsel, may be necessary to increase its authorized but un-issued 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.

(f) 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."

ARTICLE VI

REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered office of the Corporation, as hereby designated and reported to the Florida Department of State, are:

Craig A. Teich
200 S. Andrews Avenue, Suite 5C
Fort Lauderdale, Florida 33301

ARTICLE VII

BOARD OF DIRECTORS

The initial directors constituting the Board were Craig A. Teich, Antonio De Filippo, and Sean Washington, each of whom has continued to serve as a director as of the date hereof. The Corporation may have as many directors as specified in the bylaws of the Corporation (the "Bylaws"). The number of directors may be increased or decreased, from time to time, by an amendment to the Bylaws, in the manner provided by law, but shall never be less than one.

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**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator who signed the Initial Articles are:

Craig A. Teich
715 Bayshore Drive, Suite 1004
Fort Lauderdale, Florida 33304

**ARTICLE IX
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

The Board shall have authority to fix the compensation of the officers of the Corporation.

**ARTICLE X
INDEMNIFICATION**

The Corporation is authorized to indemnify any director or officer, or any former director or officer, in the manner set forth and provided for in the bylaws of the Corporation, to the fullest extent permitted by the laws of the State of Florida.

**ARTICLE XI
SHAREHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or in proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any director or the entire Board may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

[Signature Page to Follow]

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IN WITNESS WHEREOF, the undersigned has executed these First Amended and Restated Articles of Incorporation on this 14th day of June 2007.

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

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and designated to accept service of process for the above stated corporation, at the place designated above, I hereby confirm that I shall continue to act in such capacity; and I further confirm my agreement to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Craig A. Teich, Registered Agent

Dated: June 14, 2007

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