

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000242771 3)))



H100002427713ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.  
Account Number : 076666002140  
Phone : (727)461-1818  
Fax Number : (727)441-8617

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED

10 NOV -8 AM 8:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
HEALTH TO HAPPINESS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	12
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

10 NOV -8 PM 6:03

FILED

APPROVED

Amended  
11/8/10  
TH

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEALTH TO HAPPINESS, INC.  
P09000046160**

**Health To Happiness, Inc.**, a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately restate and integrate the original Articles of Incorporation of the Corporation filed on May 26, 2007 and all amendments thereto.

II. The Restated Articles contain amendments requiring shareholder approval. The Restated Articles, and all amendments contained herein, were duly approved and adopted, on November \_\_, 2010, pursuant to the provisions of Sections 607.0704 and 607.1003 of the Act, by the written consent of a majority of the directors and shareholders of the Corporation.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

1. **Name.** The name of the corporation is Health To Happiness, Inc. (the "Corporation").

2. **Duration.** The corporation shall have perpetual existence.

3. **Purpose.** The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.

4. **Capital Stock.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 2,000,000 shares, consisting of (i) 1,690,000 shares of common stock, \$.001 par value per share (the "Common Stock"), and (ii) 310,000 shares of Series A Convertible Preferred Stock, \$.01 par value per share (the "Series A Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

**A. Common Stock.**

(1) **Voting.** Each holder of record of shares of Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him of record. In any election of directors, no holder of Common Stock shall be entitled to cumulate his votes by giving one candidate more than one vote per share. Notwithstanding anything to the contrary contained herein and except as specifically provided in the Act, the holders of shares of Common Stock shall not be entitled to vote as a class.

(2) Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment; provided, however, that the per share amount, if any, of all dividends for the Common Stock in any fiscal year of the Corporation shall not be greater than the per share amount, if any, of all dividends declared for the Series A Preferred Stock during each fiscal year (assuming for the calculation of the per share amounts for the Series A Preferred Stock the conversion at the time of such calculation of all Series A Preferred Stock into Common Stock). Except for and subject to those rights expressly granted to the holders of the Series A Preferred Stock, or except as may be provided by the laws of the State of Florida, the holders of Common Stock shall have exclusively all other rights of shareholders including, but not by way of limitation, (i) the right to receive dividends, when and as declared by the Board of Directors of the Corporation (the "Board of Directors") out of assets lawfully available therefor, and (ii) in the event of any distribution of assets upon a Liquidation or otherwise, the right to receive assets and funds of the Corporation.

**B. Series A Preferred Stock**

1. Certain Definitions. Unless the context otherwise requires, the terms defined below shall have the meanings herein specified.

Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of the Corporation's presently authorized class of Common Stock, par value \$.001 per share, which has the right (subject always to prior rights of any class or series of Preferred Stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount.

Conversion Date. The term "Conversion Date" shall have the meaning set forth in paragraph 4(c) below.

Conversion Ratio. The term "Conversion Ratio" shall initially be one and a half (1.5) share of Common Stock for one (1) share of Series A Preferred Stock, subject to adjustment as provided herein.

Effective Date. The term "Effective Date" shall mean the effective date of the filing of this Certificate of Designation with the State of Florida.

Initial Preference. The term "Initial Preference" shall mean 1.5 shares of Common Stock for each share of Series A Preferred Stock being allocated to the Series A Preferred Stock before payment for any Junior Stock as provided in Section 3.

Issue Date. The term "Issue Date" shall mean, as to any share of Series A Preferred Stock, the date such share is issued by the Corporation to any holder thereof.

Junior Stock. The term "Junior Stock" shall mean any class or series of stock (including Common Stock) of the Corporation not entitled to receive any dividends in any dividend period unless all dividends required to have been paid or declared and

set apart for payment on the Series A Preferred Stock shall have been so paid or declared and set apart for payment, and not entitled to receive any assets upon liquidation, dissolution or winding up of the affairs of the Corporation until the Series A Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

Series A Preferred Stock. The term "Series A Preferred Stock" when used herein shall mean the Series A Convertible Preferred Stock authorized herein.

Senior Stock. The term "Senior Stock" shall mean, for purposes of paragraph 2 below, any class or series of stock of the Corporation authorized after the issue date ranking senior to the Series A Preferred Stock in respect of the right to receive dividends, and, for purposes of paragraph 3 below, shall mean any class or series of stock that the Corporation authorized after the issue date ranking senior to the Series A Preferred Stock in respect to the right to participate in any distribution upon liquidation, dissolution or winding up the affairs of the Corporation.

Subscription Price. The term "Subscription Price" shall mean \$.65 (or such other amounts as paid by investors for each share of Series A Preferred Stock) per share.

2. Dividends.

Obligation. The Corporation shall pay to the holders of the Series A Preferred Stock out of the assets of the Corporation at any time available for the payment of dividends under the provisions of the Florida General Corporation Act, cumulative preferential dividends at the time and in the amounts provided in this part. In no event will the Corporation create any class or series of shares that would be considered Senior Stock to the Series A Preferred Stock as it relates to the declaration, payment or distribution of dividends.

Each issued and outstanding share of Series A Preferred Stock shall entitle the holder of record thereof as of any record date therefor to receive, when and as declared by the Board of Directors, out of any funds legally available therefor, cash dividends on an annual basis equal to 8% of the Subscription Price for each issued and outstanding share of Series A Preferred Stock. All dividends to be paid hereunder shall be paid by January 15 of each year for which the dividend is due, and shall be paid to the holders of record of the Series A Preferred Stock outstanding as of December 31, respectively, and ratably, in accordance with the number of shares of Series A Preferred Stock held by each such holder on the record date of the dividend. All dividends payable to the holder of the Series A Preferred Stock shall be cumulative.

If the dividends on the Series A Preferred Stock for any dividend period shall not have been declared upon or paid or set apart in full for the Series A Preferred Stock for any dividend period, the aggregate deficiency shall be cumulative, and shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for payment for any class of Junior Stock of the Corporation. No dividends shall be paid upon, or declared and set apart for, any shares of Series A Preferred Stock or any shares of Junior Stock of the Corporation if the Board of Directors of the Corporation shall have failed to declare and

pay in full all accumulated dividends required to be paid to the holders of all outstanding shares of the Series A Preferred Stock and any Senior Stock for all past dividend periods.

In the event that full dividends are not paid or made available to the holders of all outstanding shares of Series A Preferred Stock and funds available shall be insufficient to permit payment in full to all such holders of the preferential amounts to which they are then entitled, the entire amount available for payment of dividends shall be distributed among the holders of the Series A Preferred Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled.

3. Distributions Upon Liquidation, Dissolution or Winding Up.

a. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, before any distribution or payment shall be made to the holders of Junior Stock, the holders of the Series A Preferred Stock shall be entitled to receive 1.5 shares of Common Stock for each share of Series A Preferred Stock. In no event will the Corporation create any class or series of shares that would be considered Senior Stock to the Series A Preferred Stock in the event of distributions upon liquidation, dissolution or winding up.

b. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntary, pursuant to which there shall be assets or funds of the Corporation having an aggregate value exceeding the Initial Preference legally available for distribution, such assets and funds shall be distributed in their entirety and like amounts per share on an as-converted basis among the holders of the Series A Preferred Stock at the Initial Preference conversion ratio of 1.5 common shares for each preferred share and the Junior Stock. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Series A Preferred Stock shall be insufficient to permit the payment in full of such holder of the preferential amounts to which they are entitled, then the entire net assets of the Corporation shall be distributed among the holders of the Series A Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

c. For purposes of this paragraph 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, the Corporation's sale of all or substantially all of its assets or the acquisition of this Corporation by another entity by means of the merger or consolidation resulting in the exchange of the outstanding shares of this Corporation for securities or consideration issued, or caused to be issued by, the acquiring corporation or its subsidiary.

d. In the event the Corporation shall propose to take any action of the types described in subparagraphs a, b and c. of this paragraph 3, the Corporation shall, within ten (10) days after the date of the Board of Directors approves such action, or ten (10) days prior to any shareholders' meeting called to approve such action, give each holder of the shares of Series A Preferred Stock initial written notice of the proposed action. Such initial written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash or property to be received by the holders of

shares of Series A Preferred Stock and the holders of Junior Stock upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the Corporation shall promptly give written notice to each holder of shares of Series A Preferred Stock of such material change.

4. Conversion Rights.

a. Optional Conversion. A holder of shares of Series A Preferred Stock may convert each share of Series A Preferred Stock into 1.5 shares of the Common Stock of the Corporation, subject to adjustment as provided below.

b. Fractional Shares No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. Any shares of Series A Preferred Stock surrendered for conversion which would otherwise result in a fractional share of Common Stock shall be rounded to the nearest whole number.

c. Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the principal office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same and shall state therein the name or names in which he wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to his nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and all accrued unpaid cumulative dividends through the Conversion Date. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of holders or such share of Common Stock on such date (the "Conversion Date").

d. Stock Splits, etc. If the number of shares of Common Stock outstanding at any time after the Effective Date of the Series A Preferred Stock is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then immediately after the record date fixed for the determination of holders of Common Stock entitled to receive such stock dividend or the effective date of such subdivision or split-up, as the case may be, the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be appropriately adjusted by the Board of Directors of the Corporation so that the holder of any Series A Preferred Stock thereafter converted shall be entitled to receive the number of shares of Common Stock which he would have owned immediately following such action had such Series A Preferred Stock been converted immediately prior thereto.

e. Reverse Stock Splits, etc. If the number of shares of Common Stock outstanding at any time after the Effective Date of the Series A Preferred Stock is decreased by a reverse stock split, the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be appropriately adjusted so that the holder of

any Series A Preferred Stock thereafter converted shall be entitled to receive then number of shares of common Stock which he would have owned immediately following such action had such Series A Preferred Stock been converted immediately prior thereto.

f. Notice of Adjustments. Whenever the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be adjusted as provided herein, the Corporation shall forthwith file, at the office of any conversion agent for the Series A Preferred Stock and at the principal office of the Corporation, a statement showing in detail the facts requirement such adjustment and the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock after such adjustment, and the Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each holder of Series A Preferred Stock at its address appearing on the Corporation's records. Each such statement shall be signed by the Corporation's independent public accountants.

g. Treasury Stock. For the purposes of paragraph 4, the sale or other disposition of any Common Stock of the Corporation theretofore held in its treasury shall be deemed to be an issuance thereof.

h. Taxes. The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of shares of Common Stock upon conversion of any Series A Preferred Stock; provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such Series A Preferred Stock in a name other than that of the holder of the Series A Preferred Stock in respect of which such shares are being issued.

i. Reserve Shares. The Corporation shall reserve at all times so long as any Series A Preferred Stock remains outstanding, free from preemptive rights, out of either or both of its treasury stock or its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding Series A Preferred Stock.

j. Governmental Approvals. If any shares of Common Stock to be reserved for the purpose of conversion of Series A Preferred Stock require registration with or approval of any governmental authority under any Federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the Series A Preferred Stock is then convertible is listed on any national securities exchange, the Corporation will, if permitted by the rules of such exchange, list and keep listed on such exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

k. Valid Issue. All shares of Common Stock which may be issued upon conversion of the Series A Preferred Stock will upon issuance by the Corporation, be duly and validly issued, fully paid and nonassessable and free from all taxes,

liens and charges with respect to the issuance thereof and the Corporation shall take no action which will cause a contrary result.

l. Certain Distributions. In the event the Corporation shall declare a cash dividend or other distribution upon its Common Stock payable otherwise than out of retained earnings or net profits or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), or other securities of others, evidences of indebtedness issued by the Corporation or others, other assets (other than cash) or any options, warrants or other rights to purchase any of the foregoing, then each share of Series A Preferred Stock then outstanding shall, unless it shall receive such distribution pursuant to paragraphs 2 or 3, upon conversion after the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such dividend or distribution (or if none is fixed, after the date such dividend or distribution is made), receive (in addition to the shares of Common Stock deliverable upon such conversion), the dividend or distribution (or, at the option of the Corporation, cash in an amount equal to the fair value thereof at the time of such dividend or distribution as determined by the Board of Directors) which would have been paid or distributed with respect to such share had it been converted immediately prior to such record date (or if none, the date of such dividend or distribution).

m. IPO/Section 12(g) Registration. In the event of an initial public offering of the Corporation's Common Stock under the Securities Act of 1933, as amended, or the registration of the Corporation as a reporting issuer under Section 12(g) of the Securities Exchange Act of 1934, as amended (including a reverse merger into a reporting public shell), each share of Series A Preferred Stock shall be automatically converted into 1.5 shares of the Corporation's Common Stock.

5. Redemption Rights.

a. Mandatory Redemption. The consolidation or merger of the Corporation into or with another corporation or corporations, or the sale, lease or transfer of all or a substantial part of the assets of the Corporation to another corporation or corporations ("Sale of Business") shall be deemed events which trigger a mandatory redemption by the Corporation of all outstanding shares of Series A Preferred Stock. If a Sale of Business occurs, the Series A Preferred Stock shall be redeemed in the amounts and with the preferences and priorities as if a liquidation occurred in accordance with the provisions of Section 3 (i.e. 1.5 common shares for each share of Series A Preferred Stock).

b. Redemption Procedures. All redemptions of the Series A Preferred Stock shall be pro-rata amount the holders of such shares. Ten (10) days prior to the date fixed for redemption of the Series A Preferred Stock, or any part thereof, a notice specifying the time and place thereof shall be given by mail to the holders of record of the shares of Series A Preferred Stock selected for redemption at their respective addresses as the same shall appear on the stock books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for redemption. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice. Upon such redemption date, or upon such earlier date as the Board of Directors shall designate for payment of the redemption price (unless the Corporation shall default in the payment of the redemption price as set forth in

such notice), the holders of shares of Series A Preferred Stock, selected for redemption and to whom notice has been duly given shall cease to be stockholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof except the right to receive the monies payable upon such redemption from the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding. Upon redemption of shares of Series A Preferred Stock in the manner set out herein, or upon the purchase of the Series A Preferred Stock by the Corporation, the Series A Preferred Stock so acquired by the Corporation shall be cancelled and shall not be reissued.

6. Anti-Dilution. The conversion ratio (i.e. 1 for 1.5) of the Series A Preferred Stock shall be subject to weighted average adjustment in the event that the Corporation issues additional shares of Common Stock or Common Stock Equivalents at a purchase price less than the Subscription Price (i.e. \$.65 per share); except, however, that without triggering anti-dilution adjustments, an Option Pool established at the closing (whether granted or reserved) (the "Option Amount, which equals options to acquire up to 100,000 shares of Common Stock") of Common Stock and/or options therefore (net of repurchases or expired options) may be sold or reserved for issuance to employees, officers, directors, consultants, contractors or advisors of the Company pursuant to stock purchase or stock option plans or agreements or other incentive stock arrangements approved by the Board.

7. Right of First Refusal. Holders of the Series A Preferred Stock of the Corporation shall have a right of first refusal to acquire, on a pro rata basis, with such terms and conditions as reasonably determined by the Board of Directors, to purchase or subscribe for any future issues of equity securities, or other securities convertible into or carrying options or warrants to purchase stock or other equity securities of the Corporation. The Right of First Refusal period shall not exceed thirty (30) days and shall be on the same terms as offered by the Corporation to the subscribers of such securities.

8. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any voting rights, preferences or relative, participating, optional or other special rights, other than those specifically set forth in this resolution (as such resolution may be amended from time to time) and in the Articles of Incorporation of the Corporation, as amended, and the shares of Series A Preferred Stock shall have no preemptive or subscription rights, except as provided herein.

9. Headings of Subdivisions. The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereto.

10. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Stock set forth in this resolution (as such resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other

such right, preference or limitation unless so expressed herein. The provisions herein shall be literally construed for the benefit of the Series A Preferred Stockholder.

11. Status of Reacquired Shares. Shares of a Series A Preferred Stock which have been issued and converted or reacquired in any manner shall be cancelled and revert to the status of authorized but unissued preferred stock of the Corporation.

12. Majority Vote to Change Rights, Preferences, and Powers. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote at a meeting (the notice of which shall state the general character of the matters to be submitted thereat), or the written consent with or without a meeting of the holders of at least a majority (greater than 50%) of the then outstanding shares of Series A Preferred Stock:

(i) increase the authorized amount of Series A Preferred Stock; or authorize or create, or increase the authorized amount of, any additional class of stock ranking senior to or on a parity with the Series A Preferred Stock as to dividends or assets; or authorize or create, or increase the authorized amount of, any class of stock or obligations convertible into or evidencing the right to purchase any class of stock ranking senior to or on a parity with the Series A Preferred Stock as to dividends or assets; or

(ii) amend, alter or repeal any of the rights, preferences or powers of the outstanding Series A Preferred Stock fixed herein or determined by the Board of Directors for any shares of Series A Preferred Stock as herein authorized; so as adversely to affect the rights, preferences or powers of the Series A Preferred Stock or its holders; or

(iii) amend, alter or repeal any of the provisions of the Certificate of Incorporation or any of the rights, preferences or powers of the outstanding Series A Preferred Stock fixed herein or determined by the Board of directors for any shares of Series A Preferred Stock as herein authorized; so as adversely to affect the rights, preferences or powers of the Series A Preferred Stock or its holders; or

(iv) sell, lease or convey all, or substantially all, of the property or business of the Corporation; or

(iv) merge or consolidate with or into any other corporation or corporations, unless the corporation surviving or resulting from such merger or consolidation will have after such merger or consolidation no class of stock either authorized or outstanding ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets except the same number of shares of Series A Preferred Stock with the same rights, preferences and powers as the Series A Preferred Stock, and unless each holder of Series A Preferred Stock at the time of such merger or consolidation and in connection therewith shall continue to hold (in the case of a merger in which the Corporation is the surviving corporation) his shares of Series A Preferred Stock, or (in the case of a consolidation or merger of the Corporation into some other corporation) shall receive the same number of shares of Series A Preferred Stock, with the same rights, preferences and powers, of such resulting corporation.

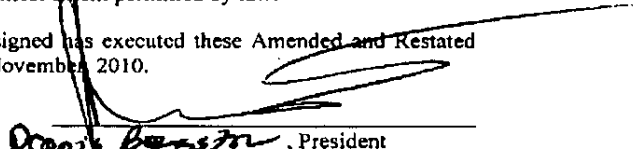
5. **Registered Office and Registered Agent.** The street address of the initial registered office of the corporation is: 2030 Calumet Street, Clearwater, FL 33765 and the name of the initial registered agent of the corporation at that address is: Dennis Bergstrom.

6. **Initial Board of Directors.** The corporation shall have at least three (3) directors, unless otherwise waived by the holders of a majority of the outstanding shares of Series A Preferred Stock.

7. **Amendment.** Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders. At the shareholders' meeting, the affirmative vote of holders of a majority of shares entitled to vote, including the Series A Preferred Stock voting as a separate class, if any shall be issued and outstanding, shall be required for adoption of the proposed amendment.

8. **Indemnification.** The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 5<sup>th</sup> day of November, 2010.

  
Dennis Bergstrom, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of November, 2010, by Dennis Bagston, as President of Health To Happiness, Inc., a Florida corporation, on behalf of said corporation. He is ☒ personally known to me or ☐ produced \_\_\_\_\_ as identification and did/did not take an oath.

  
Notary Public

Print Name: Michael Cronin

My commission expires: \_\_\_\_\_

MTC/cj/543394

