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

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

I. The Corporation hereby adopts these Articles of Amendment to Amended and Restated Articles of Incorporation (the "Amended Articles").

II. The Amended Articles contain amendments requiring directors and shareholders approval. The Amended Articles, and all amendments contained herein, were duly approved and adopted, on February 23, 2011, pursuant to the provisions of Sections 607.0704 and 607.1003 of the Act, by the written consent of all of the directors and a majority of the holders in each class of capital stock of the Corporation.

III. The introductory paragraph of Section 4 of the Amended and Restated Articles of Incorporation are amended to read as follows:

4. **Capital Stock.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 3,410,000 shares, consisting of (i) 3,000,000 shares of common stock, \$.001 par value per share (the "Common Stock"), and (ii) 410,000 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:

All other provisions of Section 4 and the other provisions of the Amended and Restated Articles of Incorporation remain the same as filed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Amended and Restated Articles of Incorporation of Health to Happiness, Inc. on this 23rd day of February, 2011.

HEALTH TO HAPPINESS, INC.,
a Florida corporation

By: _____

Dennis Bergstrom, President

MTC/v/347142

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