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Halpern & Assoc. Mortgage  
1680 Michigan Ave. #1001  
Miami Beach, FL 33139  
Tel. (305) 535-2230

(Address)

(City/State/Zip/Phone #)

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OCT 10 2012

T. LEWIS

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NU LIFE INSTITUTE INC.**

**P12000066298**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Nu Life Institute Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

1680 Michigan Avenue, # 1001  
Miami Beach, FL 33319

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business

**CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 1680 Michigan Avenue, # 1001, Miami Beach, FL 33319. The name of the Corporation's registered agent at that office is: Marc Halpern

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**ARTICLE V**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

The foregoing Amended and Restated Articles of Incorporation which have been adopted and approved by the holders of a majority of the issued outstanding shares of the Common Stock of the Corporation by written consent dated October 1<sup>st</sup>, 2012 in accordance with Section 607.0704 Florida Business Corporation Act ("FBCA"), which is sufficient for approval in accordance with the applicable provisions of the FBCA.

IN WITNESS WHEREOF, the undersigned director has executed these Amended and Restated Articles of Incorporation effective this 1<sup>st</sup> day of October, 2012.

Signature \_\_\_\_\_

Name: Marc Halpern

Title: Director

**CERTIFICATE OF ACCEPTANCE BY**  
**REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of NU LIFE INSTITUTE INC., a Florida corporation, in the Corporation's Amended and Restated Articles of Incorporation:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligation of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1<sup>st</sup> day of October, 2012.

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

Name: Marc Halpern