

**P13000077790**

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GHA BIOSCIENCE, INC.**

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October 10, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GHA BIOSCIENCE, INC.  
5883 NW 25TH COURT  
BOCA RATON, FL 33496

SUBJECT: GHA BIOSCIENCE, INC.  
REF: P13000077790

**\*RE-SUBMIT\***

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D. Carter  
Regulatory Specialist

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GHA BIOSCIENCE, INC.**

The undersigned incorporator hereby amends and restates the Articles of Incorporation filed September 19, 2013, pursuant to Chapter 607.1005 of the Florida Business Corporation Act.

The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

**ARTICLE I.  
NAME AND ADDRESS**

The name of the corporation shall be GHA Bioscience, Inc. (the "Corporation"). The address of the principal office of the Corporation shall be 5883 NW 25<sup>th</sup> Court, Boca Raton, Florida 33496 and the mailing address shall be the same.

**ARTICLE II.  
NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.  
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is five million (5,000,000) designated as follows: Two million five hundred thousand (2,500,000) Class A Common Stock at \$0.00001 par value and Two million five hundred thousand (2,500,000) Class B Common Stock at \$0.00001 par value per share (collectively, the "Common Stock"), the rights

The board of directors of the Corporation shall have the authority to fix by resolution the designations, powers, preferences, rights and the qualifications, limitations, or restrictions in respect of such Common Stock.

**ARTICLE IV.**  
**REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the Corporation shall be 5883 NW 25<sup>th</sup> Court, Boca Raton, Florida 33496 and the name of the registered agent of the Corporation at that address is Laurence D. Runsdorf.

**ARTICLE V.**  
**TERM OF EXISTENCE**

The Corporation is to exist perpetually unless dissolved according to law.

**ARTICLE VI.**  
**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation:

Paula S. Belcher  
Buchanan Ingersoll & Rooney PC  
Two Liberty Place, 50 S. 16<sup>th</sup> Street, Suite 3200  
Philadelphia, PA 19102-2555

**ARTICLE VII.**  
**NUMBER OF DIRECTORS**

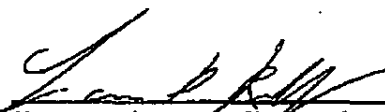
The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws and as set by resolution.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 9<sup>th</sup> day of October, 2013.

  
Paula S. Belcher, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for **GHA BIOSCIENCE, INC.** at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Laurence D. Kunsdorf

Oct 9, 2013  
Date