

Florida Department of State  
Division of Corporations  
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To:

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

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
NATURE'S BEST BRANDS, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	05
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*cc/cc15  
Amended  
Restated*

JAN 04 2019

I ALBRITTON



January 3, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

NATURE'S BEST BRANDS, INC.  
2250 NW 114TH AVE., UNIT 1P, PTY 11020  
MIAMI, FL 33172-3652

SUBJECT: NATURE'S BEST BRANDS, INC.  
REF: P14000026648

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

You have listed the incorrect document number.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) 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.

The document must contain written acceptance by the registered agent, (i.e., "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

Irene Albritton  
Regulatory Specialist II

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SECRETARY OF STATE  
TALLAHASSEE, FL

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**NATURE'S BEST BRANDS, INC.**

**Pursuant to Section 607.1007 of the Florida Business Corporation Act**

Nature's Best Brands, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), does hereby certify as follows.

1. The name of the Corporation is Nature's Best Brands, Inc. The original name of the Corporation was Hip Cuisine, Inc. The original articles of incorporation were filed with the Department of State on March 24, 2014. The name of the Corporation was changed to Nature's Best Brands, Inc. on May 23, 2018

2. The Document Number for the Corporation is P14000026648.

3. These Amended and Restated Articles, which change the name of Corporation to PreCheck Health Services, Inc., restate and amend the provisions of Corporation's articles of incorporation. These Amended and Restated Articles were duly adopted in accordance with the provisions of Sections 607.1003 and 607.0704 of the Florida Business Corporation Act, were approved by the stockholders, and the number of votes cast was sufficient for approval.

4. The text of the Corporation's articles of incorporation are hereby restated and amended in their entirety to read as follows:

**FIRST:** The name of the corporation is PreCheck Health Services, Inc. (the "Corporation").

**SECOND:** The name and address of the registered agent of the Corporation is Corporate Creations Network Inc., 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**FOURTH:** (a) The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred ten million (110,000,000) shares, of which (i) ten million (10,000,000) shares are designated as preferred stock, with a par value of \$0.0001 per share ("Preferred Stock"), and (ii) one hundred million (100,000,000) shares are designated as common stock, with a par value of \$0.0001 per share ("Common Stock").

(b) Except as provided by law, each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation.

(c) The Preferred Stock may be issued from time to time in one or more series. The Board of Directors (the "Board") is hereby expressly authorized to provide for the creation and issuance of one or more classes or series of Preferred Stock, as shall be stated in the resolution or resolutions adopted by the Board providing for the issuance of such class or series and included in a certificate of amendment (a "Preferred Stock Designation") filed pursuant to the Section 607.6002(4) of the Florida Business Corporation Act, and the Board is hereby expressly vested with the authority to the full extent provided by law, now or hereafter, to adopt any such resolution or resolutions. Each class or series shall have such voting powers, full or limited, or no voting powers, and such designations, preferences,

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limitations or restrictions as the Board may determine, from time to time, which shall be set forth in the Preferred Stock Designation, including, but not limited to:

- (i) the designation of such class or series and the number of shares to constitute such class or series;
- (ii) whether dividends shall be payable with respect to such class or series, and, if dividends are payable, the dividend rate of such class or series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series of capital stock, whether such dividends shall be cumulative or non-cumulative, and whether such dividends may be paid in shares of any class or series of capital stock or other securities of the Corporation;
- (iii) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices, manner and other terms and conditions of such redemption;
- (iv) the special and relative rights and preferences, if any, and the amount or amounts per share, if any, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other classes or series, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith), and the extent that the holders of such class or series participate with the holders of any other class or series of capital stock of the Corporation;
- (v) whether or not the shares of such class or series shall be convertible into or exchangeable for shares of any other class or classes or series of capital stock or other securities of the Corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustment and other terms and conditions of such conversion or exchange;
- (vi) the extent, if any, to which the holders of the shares of such class or series shall be entitled to vote, as a class or otherwise, with respect to the election of the directors or otherwise, and the number of votes to which the holder of each share of such class or series shall be entitled;
- (vii) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;
- (viii) voting rights, if any, including special, conditional or limited voting rights with respect to any matter, including with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;
- (ix) limitations and restrictions, if any, on the issuance or reissuance of any additional shares of such class or series or of any class or series of Preferred Stock;
- (x) any preemptive rights or rights or options or other preferential rights to purchase securities to which the holders of any class or series of Preferred Stock shall or may be entitled; and
- (xi) such other preferences, limitations or relative rights and privileges thereof as the Board, acting in accordance with applicable law and these Amended and Restated Articles, may

deem advisable and which are not inconsistent with law or with the provisions of these Amended and Restated Articles.

FIFTH: No director or officer shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law: (i) for fraudulent acts, or (ii) for breach of fiduciary duty, (iii) any conduct which, under the laws of the State of Florida, a director or officer is required to be held to be personally liable notwithstanding this Article FIFTH. If the Florida Business Corporation Act is hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by applicable law. No amendment to or repeal of this Article FIFTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

SIXTH: (a) The Corporation shall, to the maximum extent permitted under the applicable law and except as set forth below, indemnify, hold harmless and, upon request, advance expenses to each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan (any such person being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her or on his or her behalf in connection with such action, suit or proceeding and any appeal therefrom, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding anything to the contrary in this Section, (a) the Corporation shall not indemnify an Indemnitee seeking indemnification in connection with any action, suit, proceeding, claim or counterclaim, or part thereof initiated by the Indemnitee unless the initiation thereof was approved by the Board of Directors, and (b) the Corporation shall not indemnify any person for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, final beyond right of review, all appeals having been exhausted, to be liable to the Corporation or for amounts paid in settlement to the Corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines, upon application, that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper. Notwithstanding any other provisions of this Article SIXTH, the Corporation shall not provide indemnification or advancement of expenses to the extent that such indemnification or advancement of expenses is prohibited by the Florida Business Corporation Act.

(b) Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, or any agreement, vote of shareholder or disinterested directors, or arrangement to the contrary, subject to the Florida Business Corporation Act, the Corporation shall advance payment of expenses incurred by an Indemnitee in advance of the final disposition of any matter only upon receipt of an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the Corporation as

authorized in this Section. Such undertaking may be accepted without reference to the financial ability of the Indemnitee to make such repayment.

(c) No amendment, termination or repeal of this Article SIXTH or of the relevant provisions of the Florida Business Corporation Act or any other applicable laws shall affect or diminish in any way the rights of any Indemnitee to indemnification under the provisions hereof with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the final adoption of such amendment, termination or repeal.

(d) If this Article SIXTH or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Indemnitee as to any expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with any action, suit, proceeding or investigation, whether civil, criminal or administrative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article SIXTH that shall not have been invalidated and to the fullest extent permitted by applicable law.

(e) Notwithstanding anything to the contrary contained in this Article SIXTH, (i) a director who was elected in any contested election who is not a continuing director shall not be entitled to any indemnification or advancement of expenses unless and until a majority of the continuing directors vote that the indemnification provisions set forth in this Article SIXTH shall apply to such newly elected director and (ii) the Corporation shall not advance expenses in connection with any action against the Corporation, including an action for indemnification, by any director, officer or other Indemnitee, without prior approval of the board of directors unless otherwise determined by a court order, final beyond right of review or appeal.

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of incorporation to be signed by its chief executive officer this 2<sup>nd</sup> day of January, 2019.

  
Lawrence Biggs  
Chief Executive Officer

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

PreCheck Health Services Inc.

**REGISTERED AGENT/OFFICE:**

Corporate Creations Network Inc.  
11380 Prosperity Farms Road, #221E  
Palm Beach Gardens, FL 33140

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



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Rachel Kauffman, Special Secretary

Date: January 2nd, 2019