

PA600006099

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

PAID 101 101 101 101
00000000 00000000
*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
RELIEF BIOTECH, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

8-8-96
Examiner's Initials

ARTICLES OF INCORPORATION
OF
RELIEF BIOTECH, INC.

FILED
CLERK OF DISTRICT COURT
CORAL GABLES, FLORIDA
JAN 10 1997
55-103-7

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **RELIEF BIOTECH, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3135 South Federal Highway, Suite 639, Delray Beach, Florida 33483 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Arthur Gardner
Treasurer:	Robert Ferguson, M.D.

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Robert Ferguson, M.D.
Arthur Gardner

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN MILLION (10,000,000)** shares of common stock, each share having the par value of **ONE TENTH OF ONE CENT (\$0.001)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this AUG 06 1996.


Elsa Sanchez, Incorporator

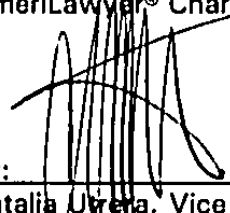
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered
office of the Corporation name above, and having been designated as the Registered
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under the applicable provisions of
the Florida Statutes.

AmeriLawyer® Chartered


By: _____
Natalia Utrera, Vice President



AMERILAWYER®

P96000066099

LAW OFFICES

Richard P. Greene, P.A.

INTERNATIONAL BUILDING

2455 EAST SUNRISE BOULEVARD

SUITE 905

FORT LAUDERDALE, FLORIDA 33304

TELEPHONE: (954) 554-0510

FAX: (954) 551-0997

October 18, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

18/21
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-10/22/96--01074--020
*****35.00 *****35.00

Re: Relief Biotech, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation amending the Company's name to Relief HealthCare Solutions, Inc. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is check number 5231 for \$35.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.



Richard P. Greene
For the Firm

RPG/evb
Enclosures
C:\RPG-1\Relief\Art\Amend.Ltr

CRG/nc ✓
Linda

FILED
96 OCT 21 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RELIEF BIOTECH, INC.

FILED
96 OCT 21 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 7th day of August, 1996 and assigned Document Number P96000066099 are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the 18th day of October, 1996, as follows:

1. ARTICLE 1 - NAME is hereby amended to read as follows:

ARTICLE 1 - NAME

The name of the Corporation is **Relief HealthCare Solutions, Inc.**, (hereinafter, "Corporation").

2. ARTICLE 7 - CORPORATE CAPITALIZATION is hereby amended to read as follows:

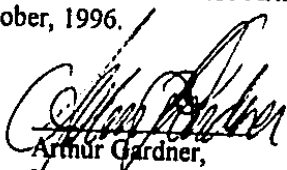
ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIFTY MILLION (50,000,000)** shares of common stock, each share having the par value of **ONE TENTH OF ONE CENT (\$0.001)**.

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 18 day of October, 1996.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 18th day of October, 1996.

By:


Arthur Gardner,
President and Secretary