

P97000080367

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☐ PICK-UP

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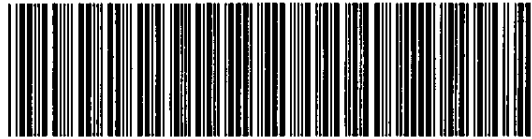
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EFFECTIVE DATE
1-29-07

*Amended + Restated
Art NC*

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07 JAN 22 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts

JAN 24 2007

/sp

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Herbalpharm, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gemma Arcangel
(Name of Contact Person)

The Otto Law Group, PLLC
(Firm/ Company)

601 Union Street, Suite 4500
(Address)

Seattle, WA 98101
(City/ State and Zip Code)

For further information concerning this matter, please call:

Gemma Arcangel at (206) 262-9545
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HERBALPHARM HOLDINGS, INC.
Document # P97000080367**

EFFECTIVE DATE
1-29-07

**ARTICLE I
NAME**

The name of this corporation is:

HERBALPHARM HOLDINGS, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

The purposes of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida other than the banking business, the trust company business, the insurance business or the practice of a profession permitted to be incorporated under the laws of the State of Florida.

**ARTICLES IV
STOCK**

The corporation shall have authority to issue in the aggregate 210,000,000 shares of stock. Such shares shall be divided into two classes as follows:

(a) Two Hundred Million (200,000,000) shares of common stock, par value \$0.001 per share. When, as and if the shareholders of the Corporation vote to restructure the Corporation's issued and outstanding shares of common stock by either a forward (up to the authorized share capital) or reverse split of the issued and outstanding shares of common stock, the authorized capital remains the same and does not forward or reverse split along the issued and outstanding shares of common stock.

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TALLAHASSEE, FLORIDA

(b) Ten Million (10,000,000) shares of preferred stock, par value \$0.001 per share. The shares of said preferred class may be divided into and issued in series, and authority is hereby vested in the Board of Directors, subject to the limitations and procedures prescribed by law, to divide or issue any part or all of such preferred class into any number of series and to fix, determine, or amend the relative rights and preferences for the shares of any series so established that is wholly un-issued.

Within any limits stated in these articles or in the resolution of the Board of Directors establishing a series, the Board of Directors may, after the issue of shares of a series, amend the resolution establishing the series to decrease (but not below the number of shares of such series then outstanding) the number or shares of that series, and the number of shares constituting the decrease shall resume the status which they had before the adoption of the resolution establishing the series.

ARTICLE V CUMULATIVE VOTING

Shareholders of this corporation shall not have the right to cumulate votes for the election of directors.

ARTICLE VI PREEMPTIVE RIGHTS

No shareholder of this corporation shall have, as such holder, any preemptive or preferential right or subscription right to any stock of this corporation or to any obligations convertible into stock of this corporation, or to any warrant or option for the purchase thereof, except to the extent provided by written agreement with this corporation.

ARTICLE VII DIRECTORS

The number of directors of this corporation shall be three (3), whose names and addresses are as follows:

Pak Peter Cheung
601 Union Street, Suite 4500
Seattle, WA 98101

Paul Pak Ho Cheung
601 Union Street, Suite 4500
Seattle, WA 98101

Robert Kam Ming Ko
601 Union Street, Suite 4500
Seattle, WA 98101

The Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such Bylaws.

To the fullest extent permitted by the laws of the State of Florida, as it exists on the date hereof or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of this Article shall not adversely affect a director of this corporation with respect to any conduct of such director occurring prior to such amendment or repeal.

ARTICLE VIII BYLAWS

The authority to make bylaws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the majority of the shareholders to change or repeal such bylaws. Any such change in the bylaws must be in agreement by the majority (fifty percent or more) of the shareholders. The Board of Directors shall not make or alter any bylaws fixing their qualifications, classifications, terms of office or extraordinary powers without first securing the approval of the majority (fifty percent or more) of the shareholders. Such Majority approval may be obtained by the Board of Directors without the necessity of a Special or Extraordinary General Meeting of the corporation's shareholders. Such Majority shareholder approval may be obtained by consent of a majority (fifty percent or more) of the shareholders or a polling of the shareholders by telephone or telefax.

ARTICLE IX SHAREHOLDER VOTING REQUIREMENTS FOR CERTAIN TRANSACTIONS

To be adopted by the shareholders, the following actions must be approved by each voting group of shareholders entitled to vote thereon by a majority of all the votes entitled to be cast by that voting group:

- (a) Amendment of the Articles of Incorporation;
- (b) A plan of merger or share exchange;
- (c) The sale, lease, exchange or other disposition of all or substantially all of the corporation's assets, other than in the usual and regular course of business; or
- (d) Dissolution of the corporation.

Executed this 17th day of January 2007



Pak Peter Cheung
President & CEO

**Articles of Amendment
to
Articles of Incorporation
of**

Herbalpharm, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Herbalpharm Holdings, Inc.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article IV - Stock

Authorized aggregate: 210,000,000

Common Stock: 200,000,000

Blank Check Preferred: 10,000,000

(Please see attached)

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: January 10, 2007

Effective date if applicable: January 29, 2007
(no more than 90 days after amendment file date)

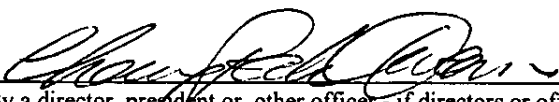
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Pak Peter Cheung

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

FILING FEE: \$35