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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

## COMPREHENSIVE WELLNESS SERVICES, INC.

Certificate of Status	1
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**COMPREHENSIVE WELLNESS SERVICES, INC.**

(Original Articles of Incorporation  
filed with the Secretary of State of  
the State of Florida on November 13, 1997  
under Document Number P97000097553)

Pursuant to the requirements of Section 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I**

**NAME**

The name of the corporation is COMPREHENSIVE WELLNESS SERVICES, INC. (the "Corporation") and its principal and mailing address is 6450 NW 5<sup>th</sup> Way, Fort Lauderdale, Florida 33309.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

(i) To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.

(ii) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

(iii) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

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### **ARTICLE III**

#### **TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

### **ARTICLE IV**

#### **CAPITAL STOCK**

The total number of shares of stock this Corporation shall have authority to issue is 10,000 shares of common stock, \$0.001 par value per share (the "Common Stock").

### **ARTICLE V**

#### **REGISTERED OFFICE AND AGENT**

The registered office and the name of the registered agent are as follows:

Garrett W. Bragg  
740 S. Federal Hwy  
#401  
Pompano Beach, Florida 33062

### **ARTICLE VI**

#### **BOARD OF DIRECTORS**

This Corporation shall have four (4) directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

### **ARTICLE VII**

#### **AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation or the Bylaws of the Corporation shall be vested in the shareholders of this Corporation.

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## ARTICLE VIII INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. This indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

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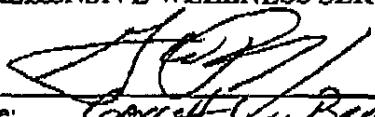
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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on April 10, 2007.

COMPREHENSIVE WELLNESS SERVICES, INC.

By:   
Name: Carroll W. Bragg  
Title: President

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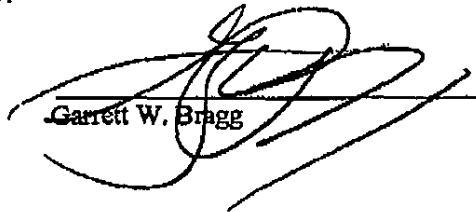
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**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process and serve as registered agent for **COMPREHENSIVE WELLNESS SERVICES, INC.**, at the place designated in these 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 20 day of April 2007.

  
Garrett W. Bragg

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EXHIBIT A

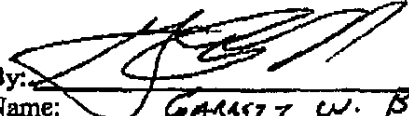
CERTIFICATE  
RE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COMPREHENSIVE WELLNESS SERVICES, INC.

COMPREHENSIVE WELLNESS SERVICES, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is **COMPREHENSIVE WELLNESS SERVICES, INC.**
2. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors and approved by the shareholders of the Corporation by the unanimous written consent of the directors and shareholders of the Corporation dated April 20, 2007, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of April 20, 2007.

COMPREHENSIVE WELLNESS SERVICES, INC.

By:   
Name: GARRET W. BRAEK  
Title: PRESIDENT

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