

P98000035005

Florida Department of State
Division of Corporations
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BASIC AMENDMENT
BONA HEALTH, INC.

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Amended & Resubmitted



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 20, 2004

BONA HEALTH, INC.
11164 HIGHLAND CIRCLE
BOCA WOODS
BOCA RATON, FL 33428US

SUBJECT: BONA HEALTH, INC.
REF: P98000035005

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 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.

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

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Teresa Brown
Document Specialist

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Letter Number: 904A00060304

*We have Revised Articles
to use current
of registered
office*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Fax Audit Number H04000209452

**AMENDED AND RESTATED
ARTICLES OF
INCORPORATION
OF
BONA HEALTH, INC.**

The undersigned, Jean G. Legagneur, Sr., being the Executive Vice President of Bona Health, Inc., a Florida Corporation (the "Corporation"), hereby states on behalf of the Corporation as follows:

1. The Corporation was incorporated on April 15, 1998, the date on which the Articles of Incorporation were filed with the Secretary of State for the State of Florida under document number P98000035005.
2. Articles of Amendment to the Corporation's Articles of Incorporation were filed with the Secretary of State for the State of Florida under document number P98000035005.
3. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I

The name of the corporation is Bona Health, Inc. (hereinafter called the "Corporation").

ARTICLE II

The purpose for which the Corporation is organized is to carry on and transact and to engage in any and all lawful act, activity or business for which Corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III

The address of the principal office and the mailing office of the Corporation is 5100 S.W. 115th Avenue, Cooper City, Florida 33330.

ARTICLE IV

The street address of the registered office of the Corporation is 11164 Highland Circle, Boca Wood, Boca Raton, FL 33428, and the name and address of the registered agent of the Corporation at the registered office is Eddy Bonaventure.

ARTICLE V

The Corporation is authorized to issue one class of Common Stock. The total number of shares that the Corporation is authorized to issue is One Hundred Million (100,000,000) shares,

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of which 50,000,000 shares shall be designated as Common Stock, par value of \$.001 per share, and 50,000,000 shall be designated as Preferred Stock, par value \$.001 per share.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock that may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided herein, by applicable law or in the resolution or resolutions providing for the issue of such series.

Authority is hereby expressly granted to the Board of Directors from time to time, by resolution or resolutions providing for the issue of such series of Preferred Stock, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now and hereafter permitted by the Florida Business Corporation Act. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in these Amended and Restated Articles of Incorporation, no vote of the holders of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Amended and Restated Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

Except as otherwise provided herein, the holder of each share of Common Stock issued and outstanding shall have one vote. Holders of Common Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Amended and Restated Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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ARTICLE VII

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE VIII

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

ARTICLE IX

The Corporation shall indemnify advance expenses on behalf of any present or former officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who was or is a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under the law.

ARTICLE X

Subject to Article IX hereof, the Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The foregoing amendment and restatement of the Amended and Restated Articles of Incorporation has been duly authorized and directed by Unanimous Written Consent of the Board of Directors of the Corporation, dated October 18, 2004, and by Written Consent of the Shareholders of the Corporation, dated October 18, 2004, which shareholders' consent was signed by the holders of a majority of each outstanding class and series of capital stock of the Corporation and was sufficient for the approval of the amendment and restatement. Such amendment and restatement of the Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments to them.

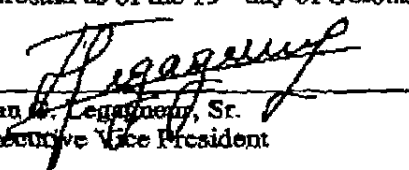
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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the undersigned in his capacity as aforesaid as of the 19th day of October, 2004, on behalf of the Corporation.


Jean M. Leggett, Sr.
Executive Vice President

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