

P99000026306

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From: Account Name : MORAN & SHAMS, P.A.  
Account Number : I20000000003  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

HEALTHFAIR USA, INC.

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*Amended  
6-1-06*



May 31, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

HEALTHFAIR USA, INC.  
1890 SEMORAN BLVD.  
SUITE 319  
WINTER PARK, FL 32792

SUBJECT: HEALTHFAIR USA, INC.  
REF: P99000026306

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.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) 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.

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Carol Mustain  
Document Specialist

FAX Aud. #: H06000132453  
Letter Number: 806A00037755

**MORAN & SHAMS, P.A.**  
ATTORNEYS AT LAW

*Respond, Advise and Serve™*

WALTER G. BENJAMIN

GARY M. BERKSON

ROBERT M. COX

KEITH C. DURKIN

FRANK GARCIA

C. JASON GRUNDORF

MARK H. JAMIESON

SCOTT E. JOHNSON

JAMES F. KIDD

CLINTON C. LYONS, JR.

BRIAN J. MORAN

THOMAS P. MORAN

SARAH P. REINER

MAURICE SHAMS

SIDNEY H. SHAMS

KATHRYN A. TERRY

May 31, 2006

Carol Mustain  
Florida Department of State  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Letter Number: 806A0003775


Dear Carol:

In response to your letter dated May 31, 2006, please find attached the Written Resolutions Adopted by Shareholders and Directors in Lieu of Special Meeting of HealthFair USA, Inc., dated May 11, 2006. The Written Resolution was adopted by all the members of the Board of Directors and Shareholders of HealthFair USA and approves the Amended and Restated Articles of Incorporation.

If you have any questions or comments, please do not hesitate to contact me regarding this matter.

Thank you.

Sincerely,



Keith C. Durkin

**WRITTEN RESOLUTIONS ADOPTED BY SHAREHOLDERS  
AND DIRECTORS IN LIEU OF SPECIAL MEETING  
OF HEALTHFAIR USA, INC.  
May 11, 2006**

The undersigned, being all the members of the Board of Directors (hereinafter referred to as "Directors") and all of the shareholders (hereinafter referred to as "Shareholders") of HEALTHFAIR USA, INC, a Florida corporation (hereinafter referred to as "Corporation"), hereby consent to and take the following action in lieu of a special meeting of the Directors and Shareholders of the Corporation and instruct the Secretary of the Corporation to enter this Resolution in the minutes of the proceedings of the Corporation:

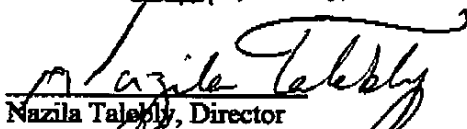
**APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

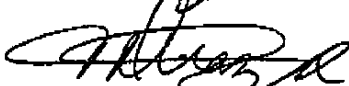
RESOLVED, that the Directors and Shareholders hereby approve the Amended and Restated Articles of Organization dated even date herewith and attached hereto as Exhibit "A" (the "Articles").


FURTHER RESOLVED, that the Directors and Shareholders of the Corporation hereby authorize Terrence Diaz to execute the Articles and to file the Articles with the State of Florida.

Execution of this Resolution by the undersigned being all of the members of the Board of Directors and all the Shareholders, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes, and the subsequent insertion of this Resolution in the minute book of the Corporation, waives any requirement of a formal meeting of the Board of Directors or of the Shareholders to conduct the business referred to herein.

Dated this 11th day of May, 2006

  
Nazila Talebly, Director

  
Terrence Diaz, Director

  
Nazila Talebly, Shareholder

  
Terrence Diaz, Shareholder

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**EXHIBIT A**

((H06000132453 3))

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEALTHFAIR USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Amended and Restated Articles of Incorporation, being a natural person competent to contract as such under the laws of the State of Florida and being a Shareholder and Director of this Corporation, hereby amends the Articles of Incorporation filed with the Secretary of State on March 22, 1999 in their entirety, pursuant to Section 607.1007, Florida Statutes, as follows:

**ARTICLE I - NAME**

The name of the corporation shall be:

**HEALTHFAIR USA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 1890 Semoran Boulevard, Suite 319, Winter Park, Florida 32792.

**ARTICLE III - BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

There shall be one class of authorized capital stock in the Corporation. The authorized capital stock of the Corporation is 2,000,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - TERM OF EXISTENCE**

The effective date of this Corporation is March 22, 1999 and the Corporation will exist perpetually unless dissolved according to law.

**ARTICLE VI - REGISTERED AGENT**

The street address of the registered agent for this Corporation is Moran & Shams P.A., 111 North Orange Avenue, Suite 1200, Orlando, Florida 32802 and the name of the registered agent is Scott E. Johnson.

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**ARTICLE VII - DIRECTORS**

The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor. The name of the initial Director is Terrence Diaz.

**ARTICLE VIII - LOST OR DESTROYED CERTIFICATES**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

**ARTICLE IX - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Amended and Restated Articles of Incorporation this 11th day of May, 2006.

  
\_\_\_\_\_  
Terrence Diaz

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