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DIVISION OF CORPORATIONS

No. 496 Page 1 of 1

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HEALTHFAIR USA, INC.

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

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:

NT GROUP, 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

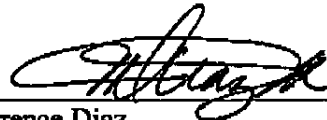
Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

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.

Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was adopted by unanimous consent by the holders of all of the issued and outstanding shares of the Corporation authorized to vote on this matter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation this 7th day of September, 2006.



Terrence Diaz
President & Director

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

September 7, 2006

The undersigned, being all the members of the Board of Directors (collectively, the "Directors") and all of the shareholders (collectively, the "Shareholders") of HEALTHFAIR USA, INC, a Florida corporation (the "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:

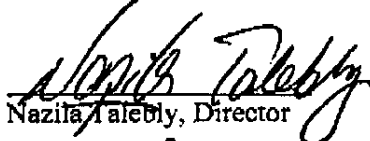
APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

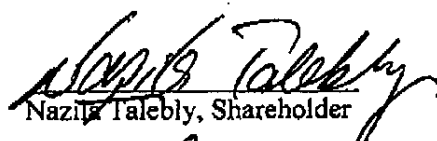
RESOLVED, that the Directors and Shareholders hereby approve the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" changing the name of the Corporation from "HealthFair USA, Inc." to "NT Group, Inc."

FURTHER RESOLVED, that the Directors and Shareholders of the Corporation hereby authorize Nazila Talebly and Terrence Diaz to execute all documents associated with the Amended and Restated Articles of Incorporation.

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 7th day of September, 2006.


Nazila Talebly, Director


Nazila Talebly, Shareholder


Terrence Diaz, Director


Terrence Diaz, Shareholder