

P99000039079

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
02 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200005507882
-05/13/02--01079--027
*****35.00 *****35.00

John Giordano's Holistic
Addiction Treatment
Program, Inc

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
☒ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
02 MAY 13 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette MAY 21 2002

Signature _____

Requested by: _____

Name _____

Date 5/13

Time 2:30

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 13, 2002

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: JOHN GIORDANO'S HOLISTIC ADDICTION TREATMENT
PROGRAM, INC.
Ref. Number: P99000039079

We have received your document for JOHN GIORDANO'S HOLISTIC
ADDICTION TREATMENT PROGRAM, INC. and check(s) totaling \$35.00.
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

The current name of the entity is as referenced above. Please correct your
document accordingly.

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

If you have any questions concerning the filing of your document, please call
(850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00030403

RECEIVED
02 MAY 21 AM 9:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOHN GIORDANO'S HOLISIT^{ic} ADDICTION TREATMENT PROGRAM, INC.**

FILED
02 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **JOHN GIORDANO'S HOLISIT^{ic} ADDICTION TREATMENT PROGRAM, INC.**, a Florida corporation (the "Corporation") originally filed with the Department of State of the State of Florida on April 29, 1999, as amended March 12, 2001, are hereby amended and restated in their entirety pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act") as follows:

**ARTICLE I
NAME**

The name of the Corporation is **JOHN GIORDANO'S HOLISIT^{ic} ADDICTION TREATMENT PROGRAM, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 16170 NE 11th Court Miami, Florida 33162.

**ARTICLE III
CAPITAL STOCK**

1. Total Authorized Shares: The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time shall be 55,000,000 shares, consisting of 50,000,000 shares of common stock, \$.001 par value per share (the "Common Stock"), and 5,000,000 shares of preferred stock, \$.001 par value per share (the "Preferred Stock").

2. Rights, Preferences and Limitations. Statements of the relative rights, preferences and limitations of each class of capital stock are as follows:

(a) Common Stock. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which shareholders generally are entitled to vote. Subject to the provisions of law and the rights of any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation, sale of substantially all of the assets, or winding up of the Corporation, after any preferential amounts to be distributed to the holders of any other class or series of stock having a preference over the Common Stock then outstanding having been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the

remaining assets of the Corporation available for distribution to its shareholders ratably in proportion to the number of shares held by them, respectively.

(b) Preferred Stock. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) the number of shares to constitute the class or series and the designations thereof;

(ii) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(v) whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(vi) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation or any other securities or property of the Corporation or any other securities or property of the Corporation and the

conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights or protective or other provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any and all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designed for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 407 Lincoln Road, Penthouse Southeast, Miami Beach, Florida 33139. The name of the Corporation's registered agent at that office is: The Law Offices of Craig M. Dorne, PA.

ARTICLE V

INCORPORATOR

The name and mailing address of the incorporator of the Corporation is: Craig M. Dorne, Esquire, 407 Lincoln Road, Penthouse Southeast, Miami Beach, Florida 33139.

ARTICLE VI

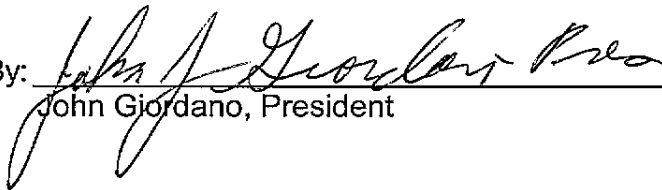
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

The above Amended and Restated Articles of Incorporation were duly adopted and approved by the Board of Directors and the Shareholders of the Corporation pursuant to Sections 607.0704 and 607.0821, respectively, of the Act, with the number of votes cast for the amendments by the shareholders being sufficient for approval of such amendments, pursuant to a Written Consent of the Board of Directors and the Shareholders of the Corporation dated October 30, 2000.

IN WITNESS WHEREOF, the undersigned Secretary, of the Corporation, for the purposes of amending and restating the Articles of Incorporation of the Corporation under the laws of the State of Florida, makes and files these Amended and Restated Articles of Incorporation of the Corporation, hereby declaring and certifying that the facts herein stated are true and correct this 1st day of May, 2002.

JOHN GIORDANO'S HOLISTIC^{ic} ADDICTION
TREATMENT PROGRAM, INC.

By: 
John Giordano, President