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DIVISION OF CORPORATIONS

BASIC AMENDMENT
VITACARE SOLUTIONS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VITACARE SOLUTIONS, INC.**

(a Florida corporation)

Vitacare Solutions, Inc., (the "Corporation") a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

A. The name of the corporation is Vitacare Solutions, Inc. The Corporation was originally incorporated through the filing of its original Articles of Incorporation with the Secretary of State of the State of Florida on August 12, 1999. The original Articles of Incorporation were amended and restated as of August 8, 2000 pursuant to the filing of the Amended and Restated Articles of Incorporation.

B. Pursuant to section 607.1007 of the Florida Business Corporation Act, these Second Amended and Restated Articles of Incorporation restate and amend the provisions of the previously filed Amended and Restated Articles of Incorporation of the Corporation.

C. The Articles of Incorporation of the Corporation are hereby amended and restated to read as follows:

ARTICLE I

Name

The name of this Corporation shall be: VITACARE SOLUTIONS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this Corporation shall be:

7649 Commerce Center Drive
Orlando, Florida 32919

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ARTICLE III

Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

A. Authorized Capitalization.

(a) The total number of shares of capital stock authorized to be issued by this Corporation shall be (i) 20,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

(b) The holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

B. Preemptive Rights.

The holders of Common Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Common Stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

C. Payment for Stock.

Unless otherwise limited by the Board of Directors, the consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Existence of Corporation

This Corporation shall have perpetual existence unless dissolved by law.

ARTICLE VI

Directors

A. **Number.** The Board of Directors of this Corporation shall consist of seven (7) directors. This number of directors may either be increased or diminished from time to time by the bylaws of this Corporation, but shall never be less than one (1).

B. **Powers.** The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done by the shareholders.

C. **Quorum.** A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

D. **Removal.** The shareholders of this Corporation may remove any or all of the directors of this Corporation from office with or without cause at any annual or special meeting of such shareholders.

ARTICLE VII

Registered Office and Registered Agent

The registered office of this Corporation shall be located at 7649 Commerce Center Drive Orlando, Florida 32919, and the registered agent of this Corporation at such office shall be J. J. Fadem. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IX

Bylaws

A. Adoption, Amendment, Etc. The power to adopt the bylaws of this Corporation, to alter, amend or repeat the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaw shall not be, altered, amended or repealed by the Board of Directors.

B. Scope. The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

D. These Second Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of the Florida Business Corporation Act by the Board of Directors and the shareholders of the Corporation on July 30, 2001.

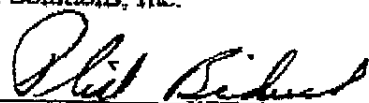
E. These Second Amended and Restated Articles of Incorporation have been duly approved by the unanimous consent of the Board of Directors of this Corporation and a majority of the outstanding shares of Common Stock in accordance with Section 607.1006 of the Florida Business Corporation Act and in accordance with the Corporation's Articles of Incorporation, as amended.

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IN WITNESS WHEREOF, Vitacare Solutions, Inc. has caused these Second Amended and Restated Articles of Incorporation to be signed by the Chief Executive Officer in Orlando, Florida this 30th day of July, 2001.

Vitacare Solutions, Inc.

By:


Phil Bidwell, CEO

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REGISTERED AGENT CERTIFICATE


In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Vitacare Solutions, Inc., having organized under the laws of the State of Florida, with its registered office, as indicated in the Second Amended Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named J. J. Fadem, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

DATED: July 20, 2001


J. J. Fadem