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DIVISION OF CORPORATIONS

BASIC AMENDMENT

THE WHOLEFOOD FARMACY CORP.

Certificate of Status	0
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**RESTATED ARTICLES OF INCORPORATION
OF
THE WHOLEFOOD FARMACY CORP.**

The WholeFood Farmacy Corp. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify:

1. The present name of the Corporation is The Wholefood Farmacy Corp., which is the name of the Corporation under the Articles of Amendment to the Articles of Incorporation of IPMC-Europe Corp.; and the date of the filing of the Amendment with the Secretary of State of Florida is November 3, 2004.

2. Pursuant to Section 607.1007 of the Florida Business Corporation Act, this Restated Articles of Incorporation was adopted by the board of directors of the Corporation on 12.6.2005 without a vote of the stockholders and merely restates and integrates, and does not further amend, the provisions of the Corporation's Amended and Restated Articles of Incorporation as theretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Articles of Incorporation.

3. The text of this Restated Articles of Incorporation is hereby restated and integrated to read in its entirety as follows:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Wholefood Farmacy Corp.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall exist shall be perpetual.

**ARTICLE IV
SHARES**

4.1 Authorized Stock. The capital stock of the Corporation shall consist of 100,000,000 shares of common stock, no par value, and 10,000,000 shares of preferred stock, no par value.

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4.2 Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

4.3 Series A Preferred Stock. The express terms and provisions of the Series A Preferred Stock are as follows:

(1) *Designation and Amount.* There shall be a series of Preferred Stock that shall be designated as "Series A Preferred Stock," and the number of shares constituting such series shall be 2,000,000. Such number of shares may be increased or decreased by resolution of the board of directors; provided, however, that no decrease shall reduce the number of shares of Series A Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.

(2) *Dividends and Distribution.* Subject to the prior and superior rights of the holders of any shares of any class or series of stock of the Corporation ranking prior and superior to the shares of Series A Preferred Stock with respect to dividends, and subject to the Corporation's Amended and Restated Articles of Incorporation, the holders of shares of Series A Preferred Stock shall receive that same number of dividend shares or cash dividend that the shares would have been entitled to had they been converted into Common Stock pursuant to Section 4 herein.

(3) *Voting Rights.* The holders of shares of Series A Preferred Stock shall have the following voting rights:

Each share of Series A Preferred Stock shall entitle the holder thereof to 15 votes. Except as otherwise provided herein, in any Articles of Amendment creating a series of Preferred Stock or any similar stock of the Corporation, or by law, the holders of Series A Preferred Stock and the holders of Common Stock, having general voting rights shall vote together, as one class, on all matters submitted to a vote of shareholders of the Corporation. The number of votes hereunder shall be adjusted for any increase in the Common Stock issued due to stock splits, recapitalizations or stock dividends.

(4) *Conversion.* The Series A Preferred Stock may be converted by the Purchaser into one share of Common Stock for every share of Preferred Stock. Such a Conversion Ratio shall be adjusted for any stock split, recapitalization or share dividend.

(5) *No Redemption.* Shares of Series A Preferred Stock shall not be subject to redemption by the Corporation.

(6) *Amendment.* At any time that any shares of Series A Preferred Stock are outstanding, this Restatement of Articles of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences

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or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series A Preferred Stock, voting separately as a class.

4.4 Other Powers of the Board of Directors with respect to Shares.

(1) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(2) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

ARTICLE V PLACE OF BUSINESS

The address of the principal place of business of the Corporation is 117 East Main Street, Rogersville, Tennessee 37857. The board of directors may at any time and from time move the principal office of the Corporation.

ARTICLE VI DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by its board of directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The board of directors shall be elected by the stockholders of the Corporation at such time and in such manner as provided in the By-laws.

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent to such right may be granted by an amendment to these Restated Articles of Incorporation or by a resolution of the board of directors.

ARTICLE VIII AMENDMENT OF BY-LAWS

Anything in these Restated Articles of Incorporation, the By-Laws, or the Florida Business Corporation Act notwithstanding, by-laws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the Corporation entitled to vote thereon.

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ARTICLE IX SHAREHOLDERS

9.1 Inspection of books. The board of directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not be applied to the Corporation.

9.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure at this corporation's expense, policies of insurance.

ARTICLE XI CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a director or indirect interest in such contract.

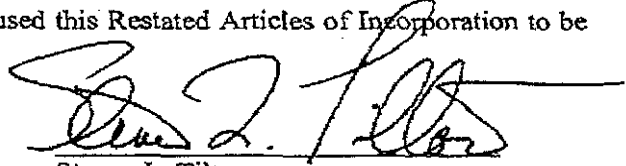
ARTICLE XII RESIDENT AGENT

The address of the Corporation's registered office in the State of Florida is 2731 Executive Park Drive, Suite 4, Weston, Florida 33331. The name of its registered agent at such address is NRAI Services, Inc.

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This Restated Articles of Incorporation shall become effective upon filing with the Secretary of State of Florida.

The WholeFood Farmacy Corp. has caused this Restated Articles of Incorporation to be executed this 6th day December 2005



Steven L. Tilton
President and Chief Executive Officer

Attest:


_____, Secretary

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