

NO7000008319

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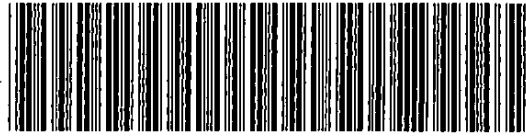
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Amend.
2-8-08
DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IAEN, Inc.
(Name of Corporation)

DOCUMENT NUMBER: N07000008319

The enclosed Amendment and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Natalie A. Mozes
(Name of Contact Person)

Natalie A. Mozes, P.A.
(Firm/Company)

1780 Faulds Rd. N.
(Address)

Clearwater, FL 33756
(City/State and Zip Code)

For further information concerning this matter, please call:

Natalie A. Mozes at (727) 729-2248
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

IAEN, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N07000008319

(Document number of corporation (if known))

08 FEB -4 AM 11: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amendment 1: Article III--purpose of corporation is to be amended to state the following:

The corporation is organized to research and promote value of nutrition as a vital component to health; to raise public awareness of the importance of nutrition and to establish nutritional practices for patients and health practitioners.

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the "Code"), or the corresponding section of any future

federal tax code. Except as limited hereunder, the Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation that further the purposes expressed herein or are otherwise an insubstantial part of its activities.

Articles IX, X and XI are to be added. See attached Schedule "A" for Articles description.

(Attach additional pages if necessary)
(continued)

SCHEDULE "A"

IAEN, Inc. Amendments

Amendment 2: Article IX—Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Amendment 3: Article X—Prohibited Activities

- a. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, Officers, Directors or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance for the purposes set forth in Article III hereof.
- b. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, including the publishing of or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.
- c. Notwithstanding the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code, or (ii) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

Amendment 4: Article XI—Indemnification of Officers, Members, Trustees and Directors.


Every person who is or shall be or shall have been a Trustee, Officer, Member or Director of the Corporation and his or her personal representative shall be protected, indemnified and held harmless by the Corporation against all damages, costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any civil action or administrative proceeding to which he or she may be made a party by reason of being or having been a Trustee, Officer, Member or Director of the Corporation except in relation to such matters as to which he or she shall finally be adjudicated to have acted in bad faith or to have been liable by reason of intentional or willful misconduct in the performance of his or her duty as such Trustee, Officer, Member or Director of the Corporation. "Costs and expenses" include, but shall not be

The date of adoption of the amendment(s) was: 11/23/2007

Effective date if applicable: 11/23/2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

ARCE MARES
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35