COMMONWEALTH OF PUERTO RICO
DEPARTMENT OF STATE
SAN JUAN, PUERTO RICO 00902

I, GRICEL FALGAS RODRIGUEZ, Acting Director of the Corporate Registry
of the Department of State of the Commonwealth of Puerto Rico,

CERTIFY: That on December 29, 2000 at 8:00 a.m., was filed a Certificate of
Amendment to the Certificate of Incorporation of “ANN WIGMORE INSTITUTE,
INC.”, file 20,237, a non-profit corporation organized under the laws of Puerto Rico,
amending Article I – (name) to read “ANN WIGMORE NATURAL HEALTH
INSTITUTE, INC.”.

IN WITNESS WHEREOF, the undersigned
by virtue of the authority vested by law,
hereby issue this certificate and affixes the
Great Seal of the Commonwealth of
Puerto Rico, in the City of San Juan, today
March 8th of the year two-thousand and one.

GRICEL FALGAS RODRIGUEZ
Acting Director
Corporate Registry

1226-14055307
GFR/erf
ESTADO LIBRE ASOCIADO DE PUERTO RICO
DEPARTAMENTO DE ESTADO
SAN JUAN, PUERTO RICO 00902

________

ENTIDAD

___ Con Fines de Lucro  ___ Domestica
___ Sin Fines de Lucro  ___ Foránea

Nombre: Ann Wegmore Institute Inc.

Número: 20237 SF  Fecha: Dec 29-00
Hora: 8:00 AM

TIPO DE RADICACION

___ Registro Nuevo  ____________
___ Radicado Nuevamente  Derechos Pagados: $ 25
___ Cambios y/o Enmiendas  ______ Comprobantes
___ Disolución  ______ Sellos

Aumento o Rebaja de Capital Autorizado

De ____________  A ____________

Nombres Similares o Idénticos: ________

Enviada a: Hannah Hector

P.O. Box 429
Rincón, PR 00677

OBJECIONES O COMENTARIOS

Certificate of Amendment to article xon
Estado Libre Asociado de Puerto Rico
Commonwealth of Puerto Rico
CERTIFICADO DE ENMIENDA DEL CERTIFICADO DE INCORPORACION
DE UNA CORPORACION SIN ACCIONES DE CAPITAL
CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF A NON-STOCK CORPORATION

PRIMERO: Que en una reunión del organismo directivo de ANN WIGMORE INSTITUTE, INC.
FIRST: That at a meeting of the directive body of (ANN WIGMORE NATURAL HEALTH INSTITUTE, INC.),
debidamente convocada y celebrada, se adoptó una resolución en la cual consta una(s) enmienda(s) propuesta(s) al

duly called and held, a resolution was adopted setting forth (a) proposed amendment(s) to the Certificate of

Certificado de Incorporación de dicha corporación, consignando la conveniencia de dicha(s) enmienda(s), y convocando

Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the members

una reunión de los miembros del cuerpo directivo de dicha corporación para la consideración de la(s) misma(s). 

of the directive body of said corporation for consideration thereof. The resolution setting forth the proposed

reads as follows:

amendment(s) La resolución en la cual consta(n) la(s) enmienda(s) propuesta(s) lee como sigue:

reads as follows:

RESUELVA, que el Certificado de Incorporación de esta corporación quede enmendado en su(s) Artículo(s)
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article(s)

THE NAME OF THE CORPORATION - ARTICLE ONE para que éste/éstos lea(n) como sigue:

THE NAME OF THIS CORPORATION IS so that it/they read(s) as follows:

ANN WIGMORE NATURAL HEALTH INSTITUTE, INC.

SEGUNDO: Que en fecha no anterior a los quince (15) días o posterior a los sesenta (60) días siguientes a la reunión
SECOND: That on a date no earlier than fifteen (15) days or later than sixty (60) days from the date on which said

en que se aprobó tal resolución, se celebró una reunión mediante convocatoria que consignó el propósito de la misma,

resolution was approved, a meeting was called and held, upon notice stating the purpose thereof, at which meeting

en la cual una mayoría (o un número mayor según requerido por el Certificado de Incorporación) de todos los miembros

en la cual una mayoría (or a greater number as required in the Certificate of Incorporation) of the total number of members of the
del organismo directivo votaron a favor de la(s) enmienda(s) propuesta(s).

directive body voted in favor thereof.

EN TESTIMONIO DE LO CUAL, Yo, 

IN WITNESS WHEREOF, I, TAO HANNAH BECKER, Authorized Officer who signs this certificate,

Authorized Officer who signs this certificate, hereby swear that the facts herein stated are true, this 22 of DECEMBER, 2000.

[Signature]

Oficial Autorizado
Authorized Officer
December 26, 2000

Sra. Falgas
Departamento de Estado
Division de Corporaciones
P.O. Box 3271
San Juan, Puerto Rico 00902-3271

Re: Amendment of Restated Certificate of Incorporation
   Corporation Register # 20237

Dear Sra. Falgas,

I am hereby requesting the amendment of the Restated Certificate of Incorporation of Ann Wigmore Institute, Inc. (register # 20237) to change the name of the Corporation.

I am also requesting two certified copies of this new Certificate of Amendment.

I am enclosing the following:

1) The completed form of “Certificate of Amendment of the Certificate of Incorporation of a Non-Stock Corporation” with authorized signature

2) The comprobante for $28, to cover the $20 fee for the amendment and the $8 fee for the two certified copies of the Certificate of Amendment as requested.

Thank you. Sincerely,

[Signature]

Hannah Becker
Secretary/Treasurer
Ann Wigmore Institute, Inc.
September 12, 1997

Mr. Tao Hannah Becker
Treasurer/Secretary
ANN WIGMORE INSTITUTE, INC.
P.O. Box 429
Rincon, Puerto Rico 00677

Dear Mr. Becker:

According to your request of August 3, 1997, enclosed is a certification of "ANN WIGMORE INSTITUTE, INC."

Cordially,

[Signature]
Raquel Mercado Velazquez
Acting Director
Corporate and Trademark
Registries

RMV/srf
Encl.
107747-$14.00
I, RAFAEL A. MARTINEZ COLON, LLM, Assistant Secretary for Administration and Service of the Department of State of the Government of Puerto Rico

CERTIFY: That "ANN WIGMORE INSTITUTE, INC.", file 20,237 is a non-profit corporation organized under the laws of Puerto Rico on April 10, 1990 at 9:32 a.m., originally under the name of "INSTITUTO ANN WIGMORE DE PUERTO RICO PARA INSTRUCCION E INVESTIGACION, INC."

AND FURTHER CERTIFY: That the corporation was notified of our intend to revoke the certificate of authorized to do business in Puerto Rico on September 12, 1997.

IN WITNESS WHEREOF, the undersigned by virtue of the authority vested by laws, hereby issue this certificate and affixes the Great Seal of the Commonwealth of Puerto Rico, in the City of San Juan, this 12th day of September nineteen hundred ninety seven.

Rafael A. Martinez Colon, LLM
Assistant Secretary for Administration and Service
Ann Wigmore Instituite, Inc.
P.O. Box 429, Rincon, PR 00677
Phone: 787-868-6307 Fax: 787-868-2430

Department of State
File Division
P.O. Box 9023271
San Juan, PR
00902-3271

8/3/97

Attention: Monica Ramos

I am hereby requesting two certified copies of the ENGLISH translation of the original Certificate of Existence of the non-profit corporation “Instituto Ann Wigmore De Puerto Rico Para Instruccio E Investigacion, Inc.” (Registration # 20,237) which was incorporated in April of 1990. And also two ENGLISH copies of the Certificate of Amendment including the Restated Certificate of Incorporation of the same corporation renamed “Ann Wigmore Institute, Inc.” which was filed in 1996.

Enclosed is a money order of $14 for the fee as quoted to me ($2 for each copy of the “Certificate of Existence” and $5 for each copy of the “Certificate of Amendment”).

Thank You.
Sincerely,

Tao Hannah Becker/Treasurer/Secretary
Ann Wigmore Institute, Inc.

6/11/97
PRIMERO: Que en una reunión del organismo directivo de **INSTITUTO ANUNCIARIO DE INVESTIGACION, INC.** debidamente convocada y celebrada, se adoptó una resolución en la cual consta una(s) enmienda(s) propuesta(s) al **Certificate of Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the members of the directive body of said corporation for consideration thereof. The resolution setting forth the proposed amendment(s) reads as follows:**

RESUELVASE, que el **Certificate of Incorporation of this corporation be amended by changing Article(s)** para que éste/éstos lea(n) como sigue:

SEGUNDO: Que en fecha no anterior a los quince (15) días o posterior a los sesenta (60) días siguientes a la reunión en que se aprobó tal resolución, se celebró una reunión mediante convocatoria que consignó el propósito de la misma, a la que invitó a todos los miembros de la corporación para la consideración de la(s) misma(s).
RESTATED CERTIFICATE OF INCORPORATION

OF

ANN WIGMORE INSTITUTE, INC

A NON-PROFIT CORPORATION

We the undersigned, with the purpose of establishing a corporation geared to the ends listed below, under the dispositions and subject to requirements of the laws of the Commonwealth of Puerto Rico, the General Statute for Corporation in particular, do hereby certify that:

ONE: The name of this corporation is Ann Wigmore Institute, Inc.

TWO: The main office of the corporation is located at Calle Moret (Road 115, Kilometer 20), Barrio Guayabo, in Aguada, Puerto Rico 00602.

THREE: The resident agent in charge of the above mentioned main office is Claudia Salas Aguilar.

FOUR: This corporation is established in perpetuity.

FIVE: This is a non-profit corporation.

SIX: The specific purposes for which this corporation is organized are:

1. To educate the public on the benefits of balancing body, mind and emotions through improved lifestyle practices.

2. To provide instruction on the Living Foods Lifestyle™, exercise, relaxation techniques, self-esteem, personal hygiene, balanced nutrition, balanced meal preparation, indoor gardening, composting, recycling and other lifestyle improvements for greater health.

3. To operate, under our own name or other firm names, educational centers as established in item #1 above and within the parameters listed in the Bylaws.

4. To sell books, equipment and products related to the educational purposes stated herein.

5. To carry out other actions necessary, convenient, appropriate or incidental to the purposes, pursuits and specific objectives listed herein.
SEVEN: The corporation is authorized to acquire, hold, operate and dispose of personal property or real estate, located within or beyond the jurisdiction of the Commonwealth of Puerto Rico as deemed necessary and/or convenient for carrying out the corporation's affairs, all subject to the stipulations in Article VI, Section 14 of the Constitution of the Commonwealth of Puerto Rico.

EIGHT: This corporation is not empowered to issue capital stock. The conditions of membership will be stated in the By-Laws of the Corporation.

NINE: Manner of managing and operating the centers will be detailed in the Bylaws.

TEN: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the 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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

ELEVEN: The names and addresses of the incorporators are as follows:

Ann Wigmore 196 Commonwealth Ave. Boston
Massachusetts, U.S.A. 02116

Amparo Ramirez Tejada Moret St., Road 115 Barrio Guayabo,
Aguada, Puerto Rico 00602

Octavia Maldonado Pons A-10 Mexico Ave. Parkville Guaynabo, Puerto Rico, 00657
Estado Libre Asociado de Puerto Rico
Commonwealth of Puerto Rico
CERTIFICADO DE ENMIENDA DEL CERTIFICADO DE INCORPORACIÓN
DE UNA CORPORACIÓN SIN ACCIONES DE CAPITAL
CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF A NON-STOCK CORPORATION

PRIMERO: Que en una reunión del organismo directivo de
FIRST: That at a meeting of the directive body of
PUERTO RICO PARA INSTRUCCIÓN E INVESTIGACIÓN, INC.

debidamente convocada y celebrada, se adoptó una resolución en la cual consta una(s) enmienda(s) propuesta(s) al
duly called and held, a resolution was adopted setting forth (a) proposed amendment(s) to the Certificate of
Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the members
of the directive body of said corporation for consideration thereof. The resolution setting forth the proposed
amendment(s) la(s) enmienda(s) propuesta(s) lee como sigue:
reads as follows:

RESUELVAS, que el Certificado de Incorporación de esta corporación quede enmendado en su(s) Artículo(s)
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article(s)

VERSE ANEXO

(RESTATED CERTIFICATE OF INCORPORATION)

CAMBIANDO DEL IDIOMA ESPAÑOL A INGLES

SEGUNDO: Que en fecha no anterior a los quince (15) días o posterior a los sesenta (60) días siguientes a la reunión
SECOND: That on a date no earlier than fifteen (15) days or later than sixty (60) days from the date on which said
en que se aprobó tal resolución, se celebró una reunión mediante convocatoria que consignó el propósito de la misma,
resolution was approved, a meeting was called and held, upon notice stating the purpose thereof, at which meeting
en la cual una mayoría (o un número mayor según requerido por el Certificado de Incorporación) de todos los miembros
a majority (or greater number as required in the Certificate of Incorporation) of the total number of members of the
del organismo directivo votaron a favor de la(s) enmienda(s) propuesta(s).
directive body voted in favor thereof.

EN TESTIMONIO DE LO CUAL, Yo,__________________________, Oficial Autorizado que suscribe, juro
IN WITNESS WHEREOF, I,__________________________, Authorized Officer who signs this certificate,
que los datos contenidos en este Certificado son ciertos, hoy día____ del mes de__________________ del año 19___.
hereby swear that the facts herein stated are true, this____ of__________________ 19____.

__________________________
Oficial Autorizado
 Authorized Officer
RESTATED CERTIFICATE OF INCORPORATION

OF

ANN WIGMORE INSTITUTE, INC

A NON-PROFIT CORPORATION

We the undersigned, with the purpose of establishing a corporation geared to the ends listed below, under the dispositions and subject to requirements of the laws of the Commonwealth of Puerto Rico, the General Statute for Corporation in particular, do hereby certify that:

ONE: The name of this corporation is Ann Wigmore Institute, Inc.

TWO: The main office of the corporation is located at Calle Moret (Road 115, Kilometer 20), Barrio Guayabo, in Aguada, Puerto Rico 00602.

THREE: The resident agent in charge of the above mentioned main office is Claudia Salas Aguilar.

FOUR: This corporation is established in perpetuity.

FIVE: This is a non-profit corporation.

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2. To provide instruction on the Living Foods Lifestyle™, exercise, relaxation techniques, self-esteem, personal hygiene, balanced nutrition, balanced meal preparation, indoor gardening, composting, recycling and other lifestyle improvements for greater health.

3. To operate, under our own name or other firm names, educational centers as established in item #1 above and within the parameters listed in the Bylaws.

4. To sell books, equipment and products related to the educational purposes stated herein.

5. To carry out other actions necessary, convenient, appropriate or incidental to the purposes, pursuits and specific objectives listed herein.
SEVEN: The corporation is authorized to acquire, hold, operate and dispose of personal property or real estate, located within or beyond the jurisdiction of the Commonwealth of Puerto Rico as deemed necessary and/or convenient for carrying out the corporation's affairs, all subject to the stipulations in Article VI, Section 14 of the Constitution of the Commonwealth of Puerto Rico.

EIGHT: This corporation is not empowered to issue capital stock. The conditions of membership will be stated in the By-Laws of the Corporation.

NINE: Manner of managing and operating the centers will be detailed in the Bylaws.

TEN: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the 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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

ELEVEN: The names and addresses of the incorporators are as follows:

Ann Wigmore 196 Commonwealth Ave. Boston
Massachusetts, U.S.A. 02116

Amparo Ramirez Tejada  Moret St., Road 115 Barrio Guayabo,
Aguada, Puerto Rico 00602 Guaynabo, Puerto Rico

Octavia Maldonado Pons A-10 Mexico Ave. Parkville Guaynabo, Puerto Rico, 00657
Estado Libre Asociado de Puerto Rico
Commonwealth of Puerto Rico

CERTIFICADO DE ENMIENDA DEL CERTIFICADO DE INCORPORACION
DE UNA CORPORACION SIN ACCIONES DE CAPITAL
CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF A NON-STOCK CORPORATION

PRIMERO: Que en una reunión del organismo directivo de
FIRST: That at a meeting of the directive body of

ANN H. IGMORE INSTITUTE, INC.

debidamente convocada y celebrada, se adoptó una resolución en la cual consta una(s) enmienda(s) propuesta(s) al
duly called and held, a resolution was adopted setting forth (a) proposed amendment(s) to the Certificate of

Certificado de Incorporación de dicha corporación, consignando la conveniencia de dicha(s) enmienda(s), y convocando
Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the members

la reunión de los miembros del cuerpo directivo de dicha corporación para la consideración de la(s) misma(s).

of the directive body of said corporation for consideration thereof. The resolution setting forth the proposed

amendment(s) La resolución en la cual consta(n) la(s) enmienda(s) propuesta(s) lee como sigue:

reads as follows:

RESUELVASE, que el Certificado de Incorporación de esta corporación quede enmendado en su(s) Artículo(s)
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article(s)

para que éste/éstos lea(n) como sigue:

so that it/they read(s) as follows:

SEGUNDO: Que en fecha no anterior a los quince (15) días o posterior a los sesenta (60) días siguientes a la reunión
SECOND: That on a date no earlier than fifteen (15) days or later than sixty (60) days from the date on which said

en que se aprobó tal resolución, se celebró una reunión mediante convocatoria que consignó el propósito de la misma,
resolution was approved, a meeting was called and held, upon notice stating the purpose thereof, at which meeting

en la cual una mayoría (o un número mayor según requerido por el Certificado de Incorporación) de todos los miembros
in which meeting en la cual una mayoría (o un número mayor según requerido por el Certificado de Incorporación) de todos los miembros

del organismo directivo votaron a favor de la(s) enmienda(s) propuesta(s).
directive body voted in favor thereof.

EN TESTIMONIO DE LO CUAL, Yo,
IN WITNESS WHEREOF, I,

Authorized Officer who signs this certificate, hereby swear that the facts herein stated are true, this 18 of DECEMBER, 1977.

Officie Autorizado
Authorized Officer

Date: 18 December 1977

Nombre: [Signature]

Nombre: [Signature]
AMENDMENT
TO THE ARTICLES OF THE
CERTIFICATE OF INCORPORATION
OF ANN WIGMORE INSTITUTE, INC
A NON-PROFIT CORPORATION
Registration Number 20237

ARTICLE TEN

TEN: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the 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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Ann Wigmore Institute, Inc. admits students of any race, color, national and ethnic origin to all rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies and any other school-administered programs.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.
Certificación del Oficial Examinador

Certifico que he leído y revisado dicho documento y que este no cumple con la Ley y Procedimientos de Corporaciones.

May 10/99  Angela cél
Fecha  Firma
Estado Libre Asociado de Puerto Rico
Commonwealth of Puerto Rico
CERTIFICADO DE ENMIENDA DEL CERTIFICADO DE INCORPORACIÓN
DE UNA CORPORACIÓN SIN ACCIONES DE CAPITAL
CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF A NON-STOCK CORPORATION

PRIMERO: Que en una reunión del organismo directivo de
FIRST: That at a meeting of the directive body of

debidamente convocada y celebrada, se adoptó una resolución en la cual consta una(s) enmienda(s) propuesta(s) al
duly called and held, a resolution was adopted setting forth (a) proposed amendment(s) to the Certificate of
Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the members
dicha corporación, consignando la conveniencia de dicha(s) enmienda(s), y convocando una reunión de los miembros del cuerpo directivo de dicha corporación para la consideración de la(s) misma(s).
of the directive body of said corporation for consideration thereof. The resolution setting forth the proposed
amendment(s) La resolución en la cual consta(n) la(s) enmienda(s) propuesta(s) lee como sigue:
reads as follows:

RESUELVE, que el Certificado de Incorporación de esta corporación quede enmendado en su(s) Artículo(s)
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article(s)

para que éste/éstos lea(n) como sigue:
so that it/they read(s) as follows:

SEE ATTACHMENT

SEGUNDO: Que en fecha no anterior a los quince (15) días o posterior a los sesenta (60) días siguientes a la reunión
SECOND: That on a date no earlier than fifteen (15) days or later than sixty (60) days from the date on which said
en que se aprobara tal resolución, se celebró una reunión mediante convocatoria que consignó el propósito de la misma,
resolution was approved, a meeting was called and held, upon notice stating the purpose thereof, at which meeting
en la cual una mayoría (o un número mayor según requerido por el Certificado de Incorporación) de todos los miembros
a majority (or greater number as required in the Certificate of Incorporation) of the total number of members of the
del organismo directivo votaron a favor de la(s) enmienda(s) propuesta(s).
directive body voted in favor thereof.

EN TESTIMONIO DE LO CUAL, Yo,
IN WITNESS WHEREOF, I,

Oficial Autorizado que suscribe, juro
Authorized Officer who signs this certificate,
que los datos contenidos en este Certificado son ciertos, hoy día del mes de del año 19
hereby swear that the facts herein stated are true, this of

Authorized Officer

( firma )
AMENDMENT
TO THE ARTICLES OF THE
CERTIFICATE OF INCORPORATION
OF ANN WIGMORE INSTITUTE, INC
A NON-PROFIT CORPORATION
Registration Number 20237

ARTICLE TEN

TEN: Any additional provisions for the operation of the corporation are as follows:

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Ann Wigmore Institute, Inc. admits students of any race, color, national and ethnic origin to all rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies and any other school-administered programs.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.
24 de December de 1997

Departamento de Estado
División de Corporaciones
P.O. Box 3271
San Juan, PR 00902-3271

Re: Registro Núm. 20237
Corporacion sin fines de lucro

Estimados señores,

Les solicitamos nos envien a nuestra dirección postal dos copias certificadas en Engles del certificado de enmienda. En esta presente se está incluyendo el voucher por la cantidad de $28. ($8. por el cargo de los copias y $20 por el cargo del enmienda).

Cordialmente,

[Signature]

Hannah Becker
Secretaria
CERTIFICADO DE ENMIENNA DEL CERTIFICADO DE INCORPORACIÓN
DE UNA CORPORACION SIN ACCIONES DE CAPITAL
CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF A NON-STOCK CORPORATION

PRIMERO: Que en una reunión del organismo directivo de INSTITUTO AN
PUERTO RICO PARA INSTRUCCIÓN E INVESTIGACIÓN, INC.
debidamente convocada y celebrada, se adoptó una resolución en la cual consta una(s) enmienda(s) propuesta(s) al
duly called and held, a resolution was adopted setting forth (a) proposed amendment(s) to the Certificate of
Certificado de Incorporación de dicha corporación, consignando la conveniencia de dicha(s) enmienda(s), y convocando
Incorporación of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the members
una reunión de los miembros del cuerpo directivo de dicha corporación para la consideración de la(s) misma(s).
of the directive body of said corporation for consideration thereof. The resolution setting forth the proposed
amendment(s) La resolución en la cual consta(n) la(s) enmienda(s) propuesta(s) lee como sigue:
reads as follows:

RESUELVE, que el Certificado de Incorporación de esta corporación quede enmendado en su(s) Artículo(s)
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article(s)
VERSE ANEXO
(* RESTATED CERTIFICATE OF INCORPORATION)
CAMBIANDO DEL IDIOMA ESPAÑOL A INGLÉS

SEGUNDO: Que en fecha no anterior a los quince (15) días o posterior a los sesenta (60) días siguientes a la reunión
SECOND: That on a date no earlier than fifteen (15) days or later than sixty (60) days from the date on which said
en que se aprobara tal resolución, se celebró una reunión mediante convocatoria que consiguió el propósito de la misma,
resolution was approved, a meeting was called and held, upon notice stating the purpose thereof, at which meeting
en la cual una mayoría (o un número mayor según requerido por el Certificado de Incorporación) de todos los miembros
a majority (or greater number as required in the Certificate of Incorporation) of the total number of members of the
del organismo directivo votaron a favor de la(s) enmienda(s) propuesta(s).
directive body voted in favor thereof.

EN TESTIMONIO DE LO CUAL, Yo, ______________, Oficial Autorizado que suscribe, juro
IN WITNESS WHEREOF, I, ______________, Authorized Officer who signs this certificate,
que los datos contenidos en este Certificado son ciertos, hoy día _ del mes de _ del año 19__.
hereby swear that the facts herein stated are true, this 1st of ______________, 19__.

________________________
Lola A. Brooks
Official Autorizado
Authorized Officer
RESTATED CERTIFICATE OF INCORPORATION

OF

ANN WIGMORE INSTITUTE, INC

A NON-PROFIT CORPORATION

We the undersigned, with the purpose of establishing a corporation geared to the ends listed below, under the dispositions and subject to requirements of the laws of the Commonwealth of Puerto Rico, the General Statute for Corporation in particular, do hereby certify that:

ONE: The name of this corporation is Ann Wigmore Institute, Inc.

TWO: The main office of the corporation is located at Calle Moret (Road 115, Kilometer 20), Barrio Guayabo, in Aguada, Puerto Rico 00602.

THREE: The resident agent in charge of the above mentioned main office is Claudia Salas Aguilar.

FOUR: This corporation is established in perpetuity.

FIVE: This is a non-profit corporation.

SIX: The specific purposes for which this corporation is organized are:

1. To educate the public on the benefits of balancing body, mind and emotions through improved lifestyle practices.

2. To provide instruction on the Living Foods Lifestyle™, exercise, relaxation techniques, self-esteem, personal hygiene, balanced nutrition, balanced meal preparation, indoor gardening, composting, recycling and other lifestyle improvements for greater health.

3. To operate, under our own name or other firm names, educational centers as established in item #1 above and within the parameters listed in the Bylaws.

4. To sell books, equipment and products related to the educational purposes stated herein.

5. To carry out other actions necessary, convenient, appropriate or incidental to the purposes, pursuits and specific objectives listed herein.
SEVEN: The corporation is authorized to acquire, hold, operate and dispose of personal property or real estate, located within or beyond the jurisdiction of the Commonwealth of Puerto Rico as deemed necessary and/or convenient for carrying out the corporation's affairs, all subject to the stipulations in Article VI, Section 14 of the Constitution of the Commonwealth of Puerto Rico.

EIGHT: This corporation is not empowered to issue capital stock. The conditions of membership will be stated in the By-Laws of the Corporation.

NINE: Manner of managing and operating the centers will be detailed in the Bylaws.

TEN: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the 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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

ELEVEN: The names and addresses of the incorporators are as follows:

Ann Wigmore 196 Commonwealth Ave. Boston
Massachusetts, U.S.A. 02116
Amparo Ramirez Tejada Moret St., Road 115 Barrio Guayabo,
Aguada, Puerto Rico 00602 Guaynabo, Puerto Rico
Octavia Maldonado Pons A-10 Mexico Ave. Parkville Guaynabo, Puerto Rico, 00657
January 5, 1996

Department of State
Corporation and Trademarks Division
P.O. Box 3271
Old San Juan Station, Puerto Rico 00902

Corporate Filings Office,

Enclosed is the completed form for certificate of Amendment of Instituto Ann Wigmore para Instruccin e Investigacin (file #20237), including the Restated Certificate of Incorporation. Also enclosed is a copy of the original Certificate of Incorporation, the $7.00 voucher for the certification and filing of the Amendments and a $4.00 voucher for a certified copy of such, in English, to be sent to us at the following address:

Ann Wigmore Institute
P.O. Box 429
Rincon, P.R. 00677

Sincerely,

[Signature]
Claudia Aguilar Salas
December 4, 1995

Mrs. Leola A. Brooks
ANN WIGMORE INSTITUTE
P. O. Box 429
Rincon, Puerto Rico 00677

Dear Mrs. Brooks:

According to our telephone conversation on November 29, 1995, we are returning the certificate of amendment that you sent us of "ANN WIGMORE INSTITUTE, IKNC."

Enclosed you will find a draft with the corporate name that is registered in our records and a new form of certificate of amendment.

Please advice, that the articles of incorporation are registered in Spanish language by that reason we prepared the draft in Spanish. But if you want the articles of incorporation in English, in the draft we write that you are changing from Spanish to English language.

Remember too, that you going to annex a Restated Certificate of incorporation ending in article tenth, according to the actual articles of incorporation. You do not going to notarize the Restated Certificate of Incorporation.

The fees to register a non-profit amendment are $4.00, payable in an internal revenue voucher in favor of the corporation.

Cordially,

Gricel Falgas Rodriguez
Assistant Director
Corporation and Trademarks
Register

Encl
GFR/srf
November 17, 1995
Department of State
Corporation and Trademarks Division
P.O. Box 3271
Old San Juan Station, Puerto Rico 00902

Corporate Filings Office,

Here is presented the completed form for Certificate of Amendment of Certificate of Incorporation and a copy of the "Restated Certificate of Incorporation" including all amendments to be made.

Enclosed is a check for $4.00 (four dollars) for the filing of this Certificate of Amendment and for an English copy of the Certificate of Amendment with the Seal of the Commonwealth of Puerto Rico to be sent to us. If the Certificate of Amendment with the seal of the Commonwealth of Puerto Rico is not in English, then please provide an English copy as we need this for official business with the U.S. Government.

We need this as soon as possible. Please let us know if there is anything that we can do to make this process quicker or easier. Thank You.

Sincerely

[Signature]

Claudia Salas Aguilar
30 de enero de 1996

Ann Wigmore Institute
P.O. Box 429
Rincón, Puerto Rico 00677

RE: INSTITUTO ANN WIGMORE DE PUERTO RICO PARA INSTRUCCION E INVESTIGACION, INC.

Estimados señores:

Le devolvemos el Certificado de Enmienda por la siguiente razón:

Deberá sustituir el original de los comprobantes de rentas internas número H-2007421R y H-2007422R por la cantidad de $4.00 y $7.00 respectivamente por la hoja amarilla de los mismos.

Cordialmente,

Enid Méndez Andino
Oficial de Corporaciones y Marcas

EMA/erf
Anejo
May 14, 1999

Mrs. Hannah Becker
Ann Wigmore Institute, Inc.
PO Box 429
Rincón, PR 00677

Dear Mrs. Becker:

According to our telephone conversation on May 13, 1999, enclosed you will find a certification of the approval of the amendment filed on December 24, 1997 with two certified copies and two certified copies of the amendment of April 3, 1996 in which your Restated the Certificate of Incorporation.

Cordially,

Gricel Falgás Rodríguez
Assistant Director
Corporate and Trademark Registries

GFR/bpr
April 29, 1996

Prentice Hall Legal & Financial Svc's.
66 Luckie Street
Suite 604
Atlanta, GA  30303

Dear sirs:

On April 3, 1996 at 2:30 p.m., a Restated Certificate of Incorporation of "INSTITUTO ANN WIGMORE DE PUERTO RICO PARA INSTRUCCION Y INVESTIGACION, INC.", file 20,237, was filed, a non-profit corporation organized under Puerto Rico law, amending Article One (name) to read as "ANN WIGMORE INSTITUTE, INC.", Article Three (resident agent), Article Six (purposes), Article Ten (addicional provisions and adding Article Eleven (incorporators).

Cordially,

Ana Maria Niggemann
Director
Corporate and Trademark
Registries

AMN/mlh
H2007422R - $7.00
I, LOURDES I. DE PIERLUISI, Assistant Secretary of State of the Commonwealth of Puerto Rico,

CERTIFY: That on April 3, 1996 at 2:30 p.m., was recorded a Restated Certificate of Incorporation of "INSTITUTO ANN WIGMORE DE PUERTO RICO PARA INSTRUCCION E INVESTIGACION, INC.", file 20,237, a non-profit corporation organized under the laws of Puerto Rico, amending Article One to read as "ANN WIGMORE INSTITUTE, INC.", Article Three (resident agent), Article Six (purposes), Article Ten (additional provisions) and adding Article Eleven (incorporators).

IN WITNESS WHEREOF, the undersigned by virtue of the authority vested by law, hereby issues this certificate and affixes the Great Seal of the Commonwealth of Puerto Rico, in the City of San Juan, this 29th of April nineteen hundred ninety six.

Lourdes I. de Pierluisi
Assistant Secretary of State
29 de abril de 1996

Honorable
Secretario de Hacienda
Departamento de Hacienda
San Juan, Puerto Rico

Estimado señor Secretario:

El 3 de abril de 1996 a las 2:30 p.m., fue archivado en este Departamento un "Restated Certificate of Incorporation" de "INSTITUTO ANN WIGMORE DE PUERTO RICO PARA INSTRUCCION E INVESTIGACION, INC.", registro 20,237, una corporación sin fines de lucro organizada bajo las leyes de Puerto Rico, mediante el cual se efectuaron los siguientes cambios en el Certificado de Incorporación:

Nombre: ANN WIGMORE INSTITUTE, INC.

Oficina:

Nombre Agente: Claudia Salas Aguilar

Capital Autorizado:

Objetivos: To educate the public on the benefits of balancing body, mind and emotions through improved lifestyle practices.

Cordialmente,

Ana María Niggemann
Directora
Registro de Corporaciones
y Marcas

AMN/MLH
1 de mayo de 1990

Sra. Octavia Maldonado Pons
Ave. Méjico A-10
Urb. Parkville
Guaynabo, Puerto Rico 00657

Estimada señora Maldonado:

Nos place informarle que el 10 de abril de 1990, a las 9:32 a.m., fue radicado y archivado en este Departamento un Certificado de Incorporación de "INSTITUTO ANN WIGMORE DE PUERTO RICO PARA INSTRUCCION E INVESTIGACION, INC.", una corporación sin fines de lucro organizada bajo las leyes de Puerto Rico, a la cual le correspondió el número 20,237.

Cordialmente,

Ricardo Fco. Román Cruz
Director
División de Corporaciones
y Marcas de Fábrica

RFRC/erf
F-0225516-$4.00
Yo, RAMON LUIS NIEVES, Secretario Auxiliar de Estado del Estado Libre Asociado de Puerto Rico,

POR LA PRESENTE CERTIFICO: Que de los archivos de este Departamento aparece que "INSTITUTO ANN WIGMORE DE PUERTO RICO PARA INSTRUCCION E INVESTIGACION, INC." es una corporación sin fines de lucro organizada bajo las leyes de Puerto Rico, el día 10 de abril de 1990, a las 9:32 a.m., registro número 20,237.

EN TESTIMONIO DE LO CUAL, firmo la presente y estampo en ella el Gran Sello del Estado Libre Asociado de Puerto Rico, en la Ciudad de San Juan, hoy día primero de abril de mil novecientos noventa.

______________________________
Ramón Luis Nieves
Secretario Auxiliar de Estado

Por: Ricardo Fco. Román Cruz
Director
División de Corporaciones y Marcas de Fábrica

F-0225516
Con Fines de Lucro / CORPORACION
Sin Fines de Lucro / Doméstica

NOMBRE: Instituto Ann Wigmore de Puerto Rico
Para Instrucción e Investigación, Inc.
Núm. de Registro: 29,237

Documento: Certificado de Incorporación

Derechos por Enmiendas y/o Registro: ________________

Archivo y Registro del Certificado de Incorporación ________________

Certificado de Registro ________________

Certificado de Enmienda ________________

Certificado de Cambio de Agente Residente y Ubicación de Oficina Principal ________________

Copia Certificada ________________

Otros Documentos a prepararse ________________

Aumento o Rebaja del Capital Autorizado ________________

DE ________________ a ________________

Presentada por:

Sra. Octavia Waldman-Paul
Ave. México A-10
Village Parksville
Amagansett, L.I.P. 11930

Tel. ________________

Nombres Similares:

9015

Comentarios: Fecha Radicado: DIA 10, MES 4, AÑO 90

HORA: 9:32 A.M.
CERTIFICADO DE INCORPORACION
DE
INSTITUTO ANN WIGMORE DE PUERTO RICO
PARA INSTRUCCION E INVESTIGACION, INC.

NOSOTRAS, las suscribientes, con el propósito de establecer una
corporación con los fines que en adelante se detallan, bajo las
disposiciones y sujeto a los requisitos de las leyes del Estado Libre
Asociado de Puerto Rico, en especial la LEY GENERAL DE
CORPORACIONES DEL ESTADO LIBRE ASOCIADO DE PUERTO RICO, por
este medio redactamos y radicamos este certificado de incorporación
y por ende certificamos que:

PRIMERO: El nombre de la corporación es INSTITUTO ANN WIGMORE
DE PUERTO RICO PARA INSTRUCCION E INVESTIGACION, INC.

SEGUNDO: La oficina principal de la corporación está localizada en
ta Calle Moret (Carretera 115,. Km. 20), Barrio Guayabo, Aguada, Puerto
Rico 00602.

TERCERO: La agente residente a cargo de la antes dicha oficina
principal es AMPARO RAMIREZ TEJADA siendo su dirección la misma
especificada en el párrafo segundo.

CUARTO: La existencia de esta corporación será perpetua.

QUINTO: Esta corporación se establece de fines no lucrativos.

SEXTO: La naturaleza de los negocios, objetivos o propósitos que han
de llevarse a cabo, promoverse o realizarse son todos o cualesquiera
de los aquí mencionados, tan ampliamente como los pueda desarrollar
una persona natural en cualquier parte del mundo, sin que la
enumeración que sigue se entienda como una limitación:

1. Educar y realizar investigaciones sobre los beneficios de equilibrar
e el cuerpo, la mente, las emociones y el espíritu utilizando el SISTEMA
DE ALIMENTACION VIVA para el consumo del público en general.

2. Operar, en nombre propio o bajo otras razones sociales o nombres,
centros educativos conforme lo establecido en el inciso 1 anterior y
dentro los parámetros enumerados en los estatutos corporativos.

3. Vender libros, equipos y productos relacionados con el SISTEMA DE
ALIMENTACION VIVA.

4. Llevar a cabo todo aquella actividad que sea necesaria, conveniente,
 apropiada o incidental al cumplimiento de cualesquiera de los
propósitos enumerados así como todo aquello que de forma directa o
indirecta promueva el interés de la corporación.
SEPTIMO: La corporación está autorizada a adquirir, tener, operar y disponer de propiedad mueble o inmueble, localizadas tanto en como fuera de la jurisdicción del Estado Libre Asociado de Puerto Rico, según se estime necesario y/o conveniente para llevar a cabo los negocios de la corporación, todo ello sujeto a las disposiciones del Artículo VI, Sección 14 de la Constitución del Estado Libre Asociado de Puerto Rico.

OCTAVO: Esta corporación no tendrá facultad para emitir acciones del capital.

NOVENO: Las condiciones requeridas de los socios así como la forma de operar y de llevar a cabo la administración de los centros se harán figurar en los estatutos de la corporación.

DECIMO: Los nombres y direcciones de las incorporadoras son los siguientes:

<table>
<thead>
<tr>
<th>NOMBRE</th>
<th>DIRECCION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ann Wigmore</td>
<td>196 Commonwealth Ave.,</td>
</tr>
<tr>
<td></td>
<td>Boston, Massachusetts 02116</td>
</tr>
<tr>
<td>Amparo Ramírez Tejada</td>
<td>Calle Moret, Carr. 115, Barrio Guayabo</td>
</tr>
<tr>
<td></td>
<td>Aguada Puerto Rico 00602</td>
</tr>
<tr>
<td>Octavia Maldonado Pons</td>
<td>Ave. Méjico A-10, Urb. Parkville</td>
</tr>
<tr>
<td></td>
<td>Guaynabo, Puerto Rico 00657</td>
</tr>
</tbody>
</table>

EN TESTIMONIO DE LO CUAL, otorgamos y archivamos este Certificado y juramos que los hechos expuestos en el mismo son verídicos.

En Aguada, Puerto Rico a 7 de marzo de 1990.

Ann Wigmore
Amparo Ramírez Tejada
Octavia Maldonado Pons
Affidavit Núm: 1335

Jurado y suscrito ante mí por Ann Wigmore, Amparo Ramírez Tejada, Octavia Maldonado Pons, mayores de edad todas, soltera la primera, casada la segunda y soltera la tercera, educadoras y vecinas de Boston, Massachusetts, Aguada, Puerto Rico y Guaynabo, Puerto Rico, respectivamente, a quienes DOY FE de conocer personalmente en Aguada, Puerto Rico a 7 de marzo de 1990.

A.U.

N.R.

[Signature]

NOTARIO PUBLICO

ZLMA R. ROSARIO VEGA
ABOGADA - NOTARIO