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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN SEP 20 2004

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: psilo Quest Inc

DOCUMENT NUMBER: P 00000108925

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Julé Chormann
(Name of Contact Person)

psilo Quest Inc
(Firm/ Company)

6901 TPC DR #650
(Address)

Orlando, FL 32822
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Julie Chormann at (407) 781-7237
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ $35 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
409 E. Gaines Street
Tallahassee, FL 32399

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 27, 2004

JAY MARKELL
PSILOQUEST, INC.
6901 TPC DRIVE, SUITE 650
ORLANDO, FL 32822

SUBJECT: PSILOQUEST, INC.
Ref. Number: P00000108925

We have received your document for PSILOQUEST, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 204A00052400

Articles of Amendment
to
Articles of Incorporation
of

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

FILED
04 SEP 17 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P06000108925
(Document number of corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

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

Change of ownership/officers:
The following are officers of psiloQuest, Inc.:

Daniel D. Marks - President
Jay Markell - ~~Co~~ Treasurer / Secretary

Please change the records with the State of Florida to reflect these new officers.
(see attached meeting minutes)
(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 7/16/04

Effective date if <u>applicable</u>: 7/16/04
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(<u>CHECK ONE</u>)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______."
(voting group)

☑ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13 day of Sept, 2004.

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

Jay Markell
(Typed or printed name of person signing)

Controller
(Title of person signing)
Secretary/Treasurer

FILING FEE: $35

MEETING MINUTES OF THE BOARD OF DIRECTORS OF PSILOQUEST, INC. HELD AT THE LAW OFFICES OF GREENBERG & TRAURIG ORLANDO, FLORIDA WEDNESDAY, AUGUST 20TH

A meeting of the Board of Directors of psiloQuest, Inc. (the "Corporation") was held Wednesday, August 20th, 2003.

Robert L. Heid, Jr., called the board meeting to order at 9:00am EST. The following directors were Present: Robert L. Heid, Jr., Ned Grace, Scott Albert, Tobin Geatz, and Robert Koch. Also present were Jay Markell of psiloQuest, Will Brooke of Harbert, Phil Goodman of Greyhound Funds, Steve Parry of NGEN, Stan Reggie of Air Products, Floyd McClung from DuPont joined via telephone and Randy Fields of Greenberg Traurig joined as facilitator.

There was no old business.

Minutes of the July 10th, 2003 meeting were submitted for approval into record. Scott Albert made a motion to approve the minutes from last meeting and which was seconded by Rob Koch. Approval of the minutes was unanimous.

Election of Board of Directors was up for discussion. Scott Albert made a motion to elect Bob Grashoff and Steve Parry as directors. The motion was seconded by Tobin Geatz. Approval was unanimous.

Election of Officers of the company was up for discussion. Scott Albert made a motion to elect Robert L. Heid as President, Jay Markell as Treasurer/Secretary and Robert Schwalbe as Assistant Secretary the motion was seconded by Tobin Geatz. Approval was unanimous.

Election of Audit Committee and Compensation Committee was up for discussion. Scott Albert made a motion to have Rob Koch, Bob Grashoff and Tobin Geatz serve as the Compensation Committee, with Scott Albert as a special consultant to that committee, and to have Scott Albert, Ned Grace and Steve Parry serve as the Audit Committee. The motion was seconded by Tobin Geatz, and an approval was unanimous.

Election of a Chairman of the Board was up for discussion. Ned Grace, Bob Heid made a motion to elect Tobin Geatz. The motion and was seconded by Steve Parry, and an approval was unanimous.

Jay Markell presented an in-depth review of financials, capitalization chart, cash projections and cash management options.

Robert L Heid presented an in-depth review of the status of Sales and Marketing efforts in Asia and North America and also efforts with OEM's.

Robert L. Heid presented an in-depth review of the business planning cycle.

The next board meeting will be held on-site, October 8th time TBD. The board meeting adjourned at 1:27 p.m. EDT.

Submitted by: Jay Markell

Date: 08/21/03

MEETING MINUTES OF THE BOARD OF DIRECTORS
OF PSILOQUEST, INC.
HELD AT PSILOQUEST
WEDNESDAY, APRIL 7, 2004

A meeting of the Board of Directors (the "Board") of psiloQuest, Inc. (the "Company") was held on Wednesday, April 7, 2004, at approximately 9:40 a.m. EST.

CALL TO ORDER

Introduction

Tobin Geatz called the meeting to order at approximately 9:40 a.m. EST.

The following directors were present:

Tobin Geatz;
M. Scott Albert;
Edward P. (Ned) Grace, III;
Robert (Rob) Koch;
Steven E. (Steve) Parry.

Robert L. (Bob) Heid, Jr. was present for the call to order and then left after addressing the Board.

Also present were:

Philip (Phil) Goodman;
Beppy Lyn Landrum, Esq.,
Jay Markell;
Floyd McClung;
Stan Reggie;
Robert (Bob) Schwalbe;
Timothy E. Taylor;
Yaw Obeng;
Dan Marks;
Leonard Judsen (via teleconference).

OPENING DISCUSSIONS

Bob Heid addressed the Board and offered a letter of resignation from his position as a Director of the Board.

There was discussion on management changes. Tobin Geatz resolved to thank Bob Heid for his contributions to the Company. Scott Albert seconded. Approval was unanimous.

Tobin Geatz moved to terminate Bob Heid as President and CEO of the Company, effective Thursday, March 25, 2004. Scott Albert seconded. Approval was unanimous.

Tobin Geatz moved to appoint Dan Marks as President and CEO of the Company, effective Thursday, March 25, 2004. Ned Grace seconded. Approval was unanimous.

Steve Parry moved to revoke Bob Heid's signature authority for check writing and to grant such authority to Tobin Geatz and Dan Marks. Scott Albert seconded. Approval was unanimous.

Tobin Geatz moved to appoint Bob Heid as Vice President of Sales for the Company. Steve Parry seconded. Approval was unanimous.

Review/Approve Minutes

The minutes from the Board Meeting of February 19, 2004, were submitted for approval into the record of the Company. Rob Koch moved to amend the minutes to read "Bob Heid presented and in-depth review of the Company's current sales prospects" (underlining reflects addition) in the minutes item "Sales." Scott Albert seconded. Approval was unanimous. Rob Koch moved to accept the minutes as amended. Steve Parry seconded. Approval was unanimous.

Six-Month Tactical Plan

Dan Marks discussed the six-month tactical plan for the Company. There was discussion on the Company's top priorities, targeted sales and marketing strategies, capital preservation, and alignment of objectives.

FINANCIALS

Jay Markell presented an in-depth review of the Company's financials. There was discussion on the Company's burn rate, personnel costs and goals, and fundraising.

DEVELOPMENT

Yaw Obeng presented an in-depth review of the Company's development. There was discussion on the Company's Tungsten Polishing Pad Adoption and Copper Program.

SUPPLY CHAIN

Bob Schwalbe presented an in-depth review of the Company's supply chain. There was discussion on the Company's business continuity, inventory, real property lease, and key vendors and suppliers.

PERSONNEL

There was discussion on the Company's employment practices.

ADDITIONAL ISSUES

Future Meetings

The next Board meeting is scheduled for Wednesday, June 2, 2004, at 9:00 a.m. EST.

ADJOURNMENT

Scott Albert moved to adjourn the meeting. Steve Parry seconded. Approval was unanimous, and the meeting was adjourned at approximately 1:15 p.m. EST.

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