

# P06000028069

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Division of Corporations  
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**VAXCARE CORPORATION**

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12/20/2007 9:52 PAGE 001/001 Florida Dept of State



December 20, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

VAXCARE CORPORATION  
20 NORTH ORANGE AVENUE  
1305  
ORLANDO, FL 32806

SUBJECT: VAXCARE CORPORATION  
REF: P06000028069

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The last page of the amendment is illegible and not acceptable for imaging.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H07000303091  
Letter Number: 907A00070911

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VAXCARE CORPORATION      ARTICLES OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION

**ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF VAXCARE CORPORATION**

On this 31 day of November, 2007, the Shareholders and Directors of Vaxcare Corporation, a Florida for-profit corporation (referred to as the "Corporation") adopt and ratify these Articles of Amendment to the Articles of Incorporation.

**RECITALS**

(A). The name of the Corporation, as identified in the records of the Florida Department of State, is Vaxcare Corporation and it has Document Number P06000028069.

(B). On February 22, 2006, the Corporation signed Articles of Incorporation and filed the Articles with the Florida Department of State. On the May 29, 2007, the Corporation signed Amended and Restated Articles of Incorporation and filed the Articles with the Florida Department of State.

(C). Pursuant to the provisions of Section 607.1005 and 607.1007 of the Florida Business Corporation Act, Vaxcare Corporation, a Florida for-profit corporation, certifies that the Articles of Amendment to the Amended and Restated Articles of Incorporation are being filed prior to the issuance of shares. The Shareholders and Members of the Board of Directors approved the Amendment by unanimous Joint Written Consent effective as of November 31, 2007.

Therefore, it is Resolved that the Amended and Restated Articles of Incorporation of Vaxcare Corporation are amended as follows:

Article IV is hereby revoked and deleted from the Amended and Restated Articles of Incorporation of Vaxcare Corporation, and replaced with the following:

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VAXCARE CORPORATION . ARTICLES OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION

**ARTICLE IV**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one hundred thousand (200,000) shares of common stock having a par value of one cent (\$0.01) per share, of which fifty thousand (100,000) shares are designated Class A Common Stock and fifty thousand (100,000) shares are designated Class B Common Stock.

Except with respect to the differences in voting rights between the shares of Class A Common Stock and Class B Common Stock, the Class A Common Stock and the Class B Common Stock shall be identical in all respects and shall have equal rights, preferences, limitations and privileges.

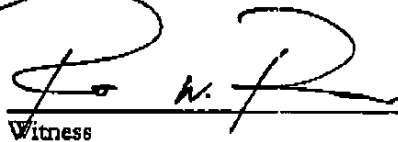
The shares of Class B Common Stock shall be the only voting shares of the Corporation, and the holders of such shares shall be entitled to one vote per share. Shares of Class A Common Stock shall be non-voting and shall have no voting power, except as provided by law. There shall be no cumulative voting in the election of Directors.

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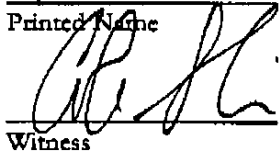
VAXCARE CORPORATION    ARTICLES OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION

On this 31 day of November, 2007, Casey B. DeLoach, as President and Shareholder, executed these Articles of Amendment to the Amended and Restated Articles of Incorporation of Vaxcare Corporation


*Signed in the presence of the following two witnesses:*

  
\_\_\_\_\_  
Witness

Robert Riddle  
\_\_\_\_\_  
Printed Name

  
\_\_\_\_\_  
Witness

Cole Schrimsher  
\_\_\_\_\_  
Printed Name

  
\_\_\_\_\_  
Vaxcare Corporation, by Casey B. DeLoach,  
as President and Shareholder