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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF AMERICAN ANTIBIOTICS, INC.**

The Corporation hereby certifies that the Board of Directors of the Corporation (the "Board"), pursuant to authority of the Board as required by applicable corporate law, and in accordance with the provisions of its Articles of Incorporation and Bylaws, has and hereby authorizes the following amendments to its Articles of Incorporation. The amendments were adopted on December 11, 2009 by (a) the Board of Directors and (b) the holders of at least 51% of its issued and outstanding shares of common stock of the Corporation. Such action is sufficient for approval and further shareholder action is not required to approve the following amendments.

**FIRST:** The name of the Corporation is: **AMERICAN ANTIBIOTICS, INC.**

**SECOND:** Article IV of the Articles of Incorporation is hereby deleted and replaced in its entirety by the following:

**ARTICLE VI**  
**CAPITAL STOCK**

**1) Board Authority Regarding Preferred Stock**

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Fifty Million (50,000,000) shares, consisting of (i) Thirty Five Million (35,000,000) shares of Common Stock, \$.01 par value per share (the "Common Stock"), and (ii) Fifteen Million (15,000,000) shares of preferred stock ("Preferred Stock"), of which Seven Million Seventy Six Thousand (7,076,000) shares are hereby designated as Series A Preferred Stock, \$.01 par value per share (the "Series A Preferred Stock").

**2) Board Authority Regarding Preferred Stock**

The Board of Directors shall have the authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- a) Whether or not the class or series shall have voting rights, full or limited, or will be without voting rights;
- b) The number of shares to constitute the class or series and the designation thereof;
- c) The preferences and relative, participating, optional or other special rights; if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;
- d) Whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

*(Handwritten initials)*

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- e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds shall be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- f) The dividend rate, whether dividends are payable in cash, stock of the corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the corporation;
- h) Whether or not the shares of any class or series is convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- i) Such other rights and provisions with respect to any class or series as may to the Board of Directors seem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect.

### 3) Series A Preferred Stock.

The Series A Preferred Stock has the following powers, preferences and relative, participating, optional and other rights:

- a) Stated Value. The stated value of each issued share of Series A Preferred Stock shall be deemed to be \$1.00 (the "Stated Value"), as the same may be equitably adjusted whenever there may occur a stock dividend, stock split, combination, reclassification or similar event affecting the Series A Preferred Stock.
- b) Dividends. The Series A Preferred Stock shall not accrue or pay a preferred dividend, but shall be entitled to a dividend, *pari passu* with the Common Stock, when and if declared by the Board of Directors.
- c) Voting. Holders of the Series A Preferred Stock shall not have the right to vote on any matters presented to the stockholders.
- d) Liquidation, Dissolution, or Winding-Up.
  - i) Payments to Holders of Series A Preferred Stock. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after the repayment of all of the Corporation's debts, the holders of the shares of Series A

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Preferred Stock shall be paid, before any payment shall be paid to the holders of Common Stock, an amount for each share of Series A Preferred Stock held by such holder equal to the Stated Value. If, upon such liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the assets to be distributed among the holders of shares of Series A Preferred Stock (after the repayment of the Corporation's debts) are insufficient to permit payment of the entire liquidation payments due to the holders of Series A Preferred Stock, the entire remaining assets of the Corporation to be so distributed shall be distributed ratably among the holders of Series A Preferred Stock (based on the liquidation payments due to the respective holders of Series A Preferred Stock).

- ii) *Payments to Holders of Common Stock.* After the payment of all preferential amounts required to be paid to the holders of the Series A Preferred Stock, the holders of shares of Common Stock then outstanding shall be entitled to receive the remaining assets of the Corporation available for distribution to its stockholders pro rata based on their ownership of Common Stock.
- e) Redemption. Promptly after each fiscal year, the Corporation shall apply 20% of its net income (as defined by U.S. Generally Accepted Accounting Principals) for such year to redeem the Series A Preferred Stock, in cash, at a price equal to the Stated Value per share of Series A Preferred Stock. Further, the Corporation shall immediately redeem all Series A Preferred Stock then outstanding, in cash, at a price of \$1.00 per shares of Series A Preferred Stock, upon the sale of all or substantially all of the Corporation's assets.
- f) Waiver. Any of the rights, powers, or preferences of the holders of Series A Preferred Stock set forth herein may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series A Preferred Stock then outstanding.

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment this 11<sup>th</sup> day of December, 2009.

AMERICAN ANTIBIOTICS, INC.

By: *M. J. TAYLOR*  
Name: MALCOLM K TAYLOR  
Title: CEO

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