

P95000091803

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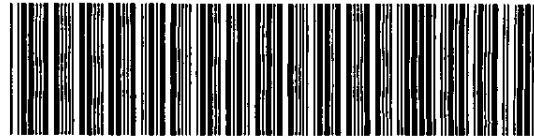
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Protalix BioTherapeutics, Inc.

DOCUMENT NUMBER: P95000091803

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

Please return all correspondence concerning this matter to the following:

Joseph Magnas

Name of Contact Person

Protalix BioTherapeutics, Inc.

Firm/ Company

2 Snunit Street, Science Park, P.O. Box 455

Address

Carmiel 20100, Israel

City/ State and Zip Code

Joseph.Magnas@protalix.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joseph Magnas at (972 50) 971-4670
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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2014 DEC 29 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROTALIX BIOTHERAPEUTICS, INC.**

PROTALIX BIOTHERAPEUTICS, INC., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation (the "Amendment"), pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act (the "Act"):

1. The Articles of Incorporation of the Corporation are hereby amended to adopt a new Article XII, as follows:

"Article XII-Quorum for Shareholder Meetings

One third (1/3) of the shares entitled to be cast on any matter by a voting group shall constitute a quorum of that voting group for action on that matter."

2. The Amendment was approved and adopted by the Board of Directors of the Corporation at a meeting held on September 4, 2014 and by the holders of the common stock of the Corporation at a meeting of shareholders held on November 10, 2014. The holders of the common stock of the Corporation are the only voting group entitled to vote on the Amendment, and the vote of the holders of the shares of common stock was sufficient to approve the Amendment under the Act and the Articles of Incorporation and Bylaws of the Corporation.

3. The Amendment shall become effective as of the close of business on the date of the filing of the Amendment with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 17th day of December, 2014.

PROTALIX BIOTHERAPEUTICS, INC.

By:  _____

Name: Moshe Manor

Title: President and
Chief Executive Officer