

Division of Corporations

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## Florida Department of State

Division of Corporations

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## BASIC AMENDMENT

## VIATRONIX INCORPORATED

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
VIATRONIX INCORPORATED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to § 607.1006, Florida Statutes, Viatronix Incorporated (the "Corporation") hereby adopts the following Amendment to its Articles of Incorporation; (the "Amendment"):

1. The Amendment set forth below was duly adopted by the Board of Directors of the Corporation at a meeting on February 24, 2001, without shareholder action and shareholder action was not required.

2. The Amendment to the Corporation's Articles of Incorporation shall amend Article III to read in its entirety as follows:

**Article III - Stock**

1. The number of shares which this Corporation shall have authority to issue is Sixty Million (60,000,000) shares of Common Stock with a par value of \$.0001 per share and Ten Million (10,000,000) shares of Preferred Stock with a par value of \$.0001 per share.

2. The Preferred Stock authorized by the Articles of Incorporation may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations or restrictions of such Preferred Stock, including without limitation, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

3. Of the Ten Million (10,000,000) authorized shares of Preferred Stock, One Hundred Fifty Thousand (150,000) shares of Preferred Stock shall hereinafter be designated as Series A Preferred Stock, subject to the following terms:

a. The holders of Series A Preferred Stock shall have no voting or veto rights at any annual or special meeting of shareholders of the Corporation, or with respect to any matter that requires shareholder approval, except as required by law.

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b. The holders of Series A Preferred Stock shall be entitled to payment of dividends, with respect to each share of Series A Preferred Stock, out of the funds of the Corporation legally available for the payment of dividends only if, as and when declared by the Board of Directors.

c. The holders of Series A Preferred Stock shall have conversion rights as follows:

i) Each share of Series A Preferred Stock shall automatically be convertible into ten (10) shares of Common Stock of the Corporation (hereinafter the "Automatic Conversion") upon:

(a) the closing of the Corporation's first underwritten public offering comprising the sale of Common Stock of the Corporation pursuant to an effective registration statement under the Securities Act of 1933 (as amended);

(b) the closing of a sale of all or substantially all of the assets of the Corporation;

(c) the closing of a reorganization, merger, consolidation or other corporate transaction involving the Corporation (a "Corporate Transaction"), in each case, with respect to which the shareholders of the Corporation immediately prior to such Corporate Transaction do not, immediately after the Corporate Transaction, own 60% or more of the combined voting power of the corporation resulting from such Corporate Transaction; or

(d) the approval by shareholders of the liquidation, dissolution, or winding up of the Corporation.

ii) Upon the Automatic Conversion, the Corporation shall provide the holders of the Series A Preferred Stock written notice of such event. Despite the date of the notice, the Automatic Conversion shall be deemed to have been effected immediately prior to the closing of the events described in this subsection i).

iii) As promptly as practicable after receiving written notice hereunder, the holders of Series A Preferred Stock shall surrender to the Corporation, at its principal office, the certificate or certificates representing the shares of Series A Preferred Stock. Thereafter, the Corporation shall deliver or cause to be delivered one or more certificates representing the aggregate number of validly issued, fully paid and nonassessable shares of Common Stock to which the holders of Series A Preferred Stock are entitled.

d. Shares of Series A Preferred Stock are non-redeemable.

e. In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock shall not be entitled to any liquidation preferences out of the assets of the Corporation available for distribution to shareholders. Under such distribution, the remaining assets of the Corporation

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shall be divided pro rata among all shares of Common Stock, inclusive of the shares of Common Stock into which shares of Series A Preferred Stock are convertible.

IN WITNESS WHEREOF, the Corporation has caused the foregoing Articles of Amendment to the Articles of Incorporation to be signed as of February 24, 2001.

VIATRONIX INCORPORATED

By: Stephen G. Norton  
Stephen G. Norton, Board Secretary

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