

Division of Corporations

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501442

Florida Department of State
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BASIC AMENDMENT

VITA-STAT MEDICAL SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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10-29

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VITA-STAT MEDICAL SERVICES, INC.
Document No. 501442**

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SECRETARY OF STATE
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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is "Vita-Stat Medical Services, Inc."

SECOND: The amendments to the Articles of Incorporation are as follows:

A. Article I of the Articles of Incorporation is hereby amended by deleting the Article in its entirety and replacing it with the following:

"ARTICLE I - NAME

The name of the corporation shall be HealthGuard International, Inc."

B. Article III of the of the Articles of Incorporation is hereby amended by deleting the Article in its entirety and replacing it with the following:

"ARTICLE III - SHARES

(a) Authorized Shares. The total number of shares which the corporation is authorized to issue is one hundred and ten million (110,000,000), consisting of one hundred million (100,000,000) shares of common stock having a par value of \$0.01 per share and ten million (10,000,000) shares of preferred stock having no par value per share."

(b) Issuance of Preferred Stock in Series. The preferred stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation of the corporation, as determined from time to time by the board of directors and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The board of directors shall have the authority to fix and determine and to amend, subject to the provisions hereof,

the rights and preferences of the shares of any series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolution establishing any series, the board of directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

(c) Dividends. The holders of shares of the preferred stock shall be entitled to receive dividends, out of the funds of the corporation legally available therefor, at the rate and at the time or times, whether cumulative or noncumulative, as may be provided by the board of directors in designating a particular series of preferred stock. If such dividends on the preferred stock shall be cumulative, then if dividends shall not have been paid, the deficiency shall be fully paid or the dividends declared and set apart for payment at such rate, but without interest on cumulative dividends, before any dividends on the common stock shall be paid or declared and set apart for payment. The holders of the preferred stock shall not be entitled to receive any dividends thereon other than the dividends referred to in this section.

(d) Redemption. The preferred stock may be redeemable at such price, in such amount, and at such time or times as may be provided by the board of directors in designating a particular series of preferred stock. In any event, such preferred stock may be repurchased by the corporation to the extent legally permissible.

(e) Liquidation. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, then, before any distributions shall be made to the holders of the common stock, the holders of the preferred stock at the time outstanding shall be entitled to be paid the preferential amount or amounts per share as may be provided by the board of directors in designating a particular series of preferred stock and dividends accrued thereon to the date of such payment. The holders of the preferred stock shall not be entitled to receive any distributions upon the liquidation, dissolution or winding up of the affairs of the corporation other than the distributive amounts referred to in this section, unless otherwise provided by the board of directors in designating a particular series of preferred stock.

(f) Conversion. Shares of preferred stock may be convertible to common stock of the corporation upon such terms and conditions, at such rate and subject to such adjustments as may be

provided by the board of directors in designating a particular series of preferred stock.

(g) Voting Rights. Holders of preferred stock shall have such voting rights as may be provided by the board of directors in designating a particular series of preferred stock.

THIRD: The foregoing amendment was duly adopted by the Board of Directors on October 25, 2002.

FOURTH: The foregoing amendment was duly adopted by the sole Shareholder on October 25, 2002.. The number of votes cast for the amendment was sufficient for approval.

DATED this 25th day of October 2002.

VITA-STAT MEDICAL SERVICES, INC.

By: 
Clarence F. West, Secretary