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681706

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

NON-INVASIVE MONITORING SYSTEMS, INC.

The undersigned, Steve Mrha, Chief Operating Officer of Non-Invasive Monitoring Systems, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is NON-INVASIVE MONITORING SYSTEMS, INC., and the document number of the corporation is 681706.
2. Article IV is hereby amended by adding at the end of such article a resolution establishing and designating the series of preferred stock and fixing and determining the relative rights, preferences and restrictions thereof which is attached as Schedule A hereto.
3. Such resolution was duly adopted by the Board of Directors of the Company effective as of April 1, 2008, and no approval by the shareholders of the Corporation was necessary.
4. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, Non-Invasive Monitoring Systems, Inc. has caused these Articles of Amendment to the Articles of Incorporation of the Corporation to be executed by the undersigned duly authorized officer or director of the Corporation, as applicable, as of the 1st day of April, 2008.

NON-INVASIVE MONITORING SYSTEMS, INC.

By:

Name: Steven B. Mrha

Title: Chief Operating Officer

SCHEDULE A**RESOLUTION OF THE BOARD OF DIRECTORS OF
NON-INVASIVE MONITORING SYSTEMS, INC.**

That pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of Non-Invasive Monitoring Systems, Inc. (the "Corporation"), said Board of Directors as of April 1, 2008 adopted a resolution providing for the issuance of up to 1,000 shares of the Corporation's Preferred Stock, par value \$1.00 per share, designated "Series D Convertible Preferred Stock," which resolution is as follows:

RESOLVED, that pursuant to the authority vested in the Board of Directors of Corporation by the Article of Incorporation, the Board of Directors does hereby provide for and authorize the issuance of up to 1,000 shares of the Preferred Stock, par value \$1.00 per share, of the Corporation, to be designated "Series D Convertible Preferred Stock," of the presently authorized but unissued shares of Preferred Stock. The voting powers, designations, preferences, and relative, participating, optional or other special rights of the Series D Preferred Stock authorized hereunder and the qualifications, limitations and restricting of such preferences and rights are as follows:

1. Dividends. The holders of Series D Convertible Preferred Stock shall be entitled to receive dividends, when, as and if declared by the Corporation's Board of Directors, together with the holders of the Corporation's Common Stock, par value \$.01 per share (the "Common Stock"), ratably on an "as-converted" basis, namely, as if the holders of the shares of Series D Convertible Preferred Stock then outstanding shall have converted such shares of Series D Convertible Preferred Stock as provided herein immediately prior to the record date for payment of such dividends.

2. Voting.

(a) The holders of the shares of Series D Convertible Preferred Stock shall vote with the holders of shares of the Common Stock and holders of any other series of Preferred Stock or other class of capital stock of the Corporation which are granted such voting rights as a single class on all matters, including the election of Directors, except as otherwise provided by law.

(b) In addition to voting rights provided by law and by Section 2(a), so long as any Series D Convertible Preferred Stock is outstanding, the Corporation shall not, without the affirmative vote or written consent of the holders of a majority of the outstanding shares of the Series D Convertible Preferred Stock:

(I) increase or decrease the authorized shares of any class or series of Capital Stock or alter or change the powers, preferences or rights of the Series D Convertible Preferred Stock or the qualifications, limitations or restrictions thereof, whether by merger, consolidation or otherwise;

(II) amend, alter or repeal its Certificate of Incorporation or By-laws, whether by merger, consolidation or otherwise, in any manner adverse to the holders of the Series D Convertible Preferred Stock; or

(III) create or authorize the creation or issuance (whether by merger, consolidation or otherwise) of any new or additional class or series of Capital Stock, or any security convertible into or exchangeable for, or whose value is linked to or derived from the value of, the Corporation's Capital Stock, in each case that is senior to or *pari passu* with those of the Series D Convertible Preferred Stock on dividends, distributions, liquidations, redemptions or any other matter or that has any separate voting or approval rights.

3. Redemption. The Series D Convertible Preferred Stock shall not be redeemable by the Corporation.

4. Conversion. The holders of shares of Series D Convertible Preferred Stock shall have conversion rights as follows:

(a) Each holder of a share of Series D Convertible Preferred Stock shall have the right, at any time, to convert such share into fully paid and nonassessable shares of Common Stock of the Corporation at the rate of 5,000 shares of Common Stock for each share of this Series D Convertible Preferred Stock (the "Conversion Rate"). The Conversion Rate shall be subject to adjustment as hereinafter provided.

(b) The Corporation shall not be required, in connection with any conversion of shares of Series D Convertible Preferred Stock, to issue a fraction of a share of its Common Stock, but in lieu thereof the Corporation shall make a cash payment (calculated to the nearest cent) equal to such fraction multiplied by the market price at the Common Stock on the trading day prior to conversion.

(c) Any holder of shares of Series D Convertible Preferred Stock electing to convert such shares into Common Stock shall surrender the certificate or certificates for such shares at the office of the Corporation (or at such other place as the Corporation may designate by notice to the holders of shares of Series D Convertible Preferred Stock) during regular business hours, duly endorsed to the Corporation or in blank, or accompanied by instruments of transfer to the Corporation in blank, in form satisfactory to the Corporation, and shall give written notice to the Corporation at such office that such holder elects to convert such shares of Series D Convertible Preferred Stock. The Corporation shall, as soon as practicable after such deposit of certificates for shares of this Series, accompanied by the written notice above prescribed, issue and deliver at such office to the holder for whose account such shares were surrendered, or to his nominee, certificates representing the number of shares of Common Stock and the cash, if any, to which such holder is entitled upon such conversion.

(d) Conversion shall be deemed to have been made as of the date of surrender of certificates for the shares of Series D Convertible Preferred Stock to be converted, and the giving of written notice as hereinabove provided; and the person entitled to receive the

Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such Common Stock on such date. The Corporation shall not be required to deliver certificates for shares of its Common Stock while the stock transfer books for such stock or for this Series D Convertible Preferred Stock are duly closed for any purpose, but certificates for shares of Common Stock shall be issued and delivered as soon as practicable after the opening of such books.

(e) The Conversion Rate shall be adjusted from time to time as follows:

(A) In case the Corporation shall (a) pay a dividend or make a distribution in shares of its capital stock (whether shares of Common Stock or of capital stock of any other class) to holders of Common Stock, (b) subdivide its outstanding shares of Common Stock, (c) combine its outstanding shares of Common Stock into a smaller number of shares, or (d) issue by reclassification of its shares of Common Stock any shares of capital stock of the Corporation, the conversion right and the Conversion Rate in effect immediately prior to such action shall be adjusted so that the holder of any shares of this Series thereafter surrendered for conversion shall be entitled to receive the number of shares of capital stock of the Corporation which such holder would have owned immediately following such action and such shares of this Series D Convertible Preferred Stock been converted immediately prior thereto. An adjustment made pursuant to this subparagraph shall become effective retroactively immediately after the record date in the case of a dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification. If, as a result of an adjustment made pursuant to this Section, the holder of any shares of this Series thereafter surrendered for conversion shall become entitled to receive shares of two or more classes of capital stock of the Corporation, the Board of Directors (whose determination shall be conclusive) shall determine the allocation of the adjusted Conversion Rate between or among shares of such classes of capital stock.

(B) In case the Corporation shall distribute to all holders of its Common Stock evidences of its indebtedness or assets (exclusive of any cash dividend paid from retained earnings of the Corporation) or rights or warrants to subscribe to securities of the Corporation (excluding those hereinabove described), then in each such case the Conversion Rate shall be adjusted so that it shall equal the rate determined by multiplying the Conversion Rate in effect immediately prior to the date of such distribution by a fraction, the numerator of which shall be the current market price of the Common Stock on the record date referred to below, and the denominator of which shall be such current market price of Common Stock less the then fair market value (as determined by the Board of Directors of the Corporation, whose determination shall be conclusive) of the portion of the assets or evidences of indebtedness so distributed or of such subscription rights or warrants applicable to one share of Common Stock.

Such adjustment shall become effective retroactively immediately after the record date for the determination of stockholders entitled to receive such distribution.

(C) Notwithstanding the foregoing, the Corporation shall not be required to make any adjustment of the Conversion Rate in the following circumstances:

(I) unless such adjustment would require an increase or decrease of at least 1% in such rate, in which case any lesser adjustment shall be carried forward and shall be made at, the time of and together with the next subsequent adjustment which, together with any adjustment or adjustments so carried forward, shall amount to an increase or decrease of at least 1% in such rate; or

(II) in connection with the issuance of shares of Common Stock pursuant to the exercise, conversion or exchange of any options, warrants or similar rights to acquire shares of Common Stock (collectively, "Excluded Common Stock Equivalents") that are existing or outstanding as of the date of issuance of the Series D Convertible Preferred Stock

(D) Whenever an adjustment in the Conversion Rate is required, the Corporation shall forthwith place on file with its Secretary a statement signed by its President or a Vice President and by its Secretary or Treasurer or one of its Assistant Secretaries or Assistant Treasurers, stating the adjusted Conversion Rate determined as provided herein. Such statements shall set forth in reasonable detail such facts as shall be necessary to show the reason and the manner of computing such adjustment. Promptly after the adjustment of the Conversion Rate, the Corporation shall mail a notice thereof to each holder of shares of Series D Convertible Preferred Stock.

(E) In case of either (a) any consolidation or merger to which the Corporation is a party, other than a merger or consolidation in which the Corporation is the surviving or continuing corporation and which does not result in any reclassification of, or change (other than a change in par value or from par value to no par value or from no par value to par value, or as a result of a subdivision or combination) in, outstanding shares of Common Stock, or (b) any sale or conveyance to another corporation of all or substantially all of the assets of the Corporation, then the Corporation, or such successor corporation, as the case may be, shall make appropriate provision so that the holder of each share of Series D Convertible Preferred Stock then outstanding shall have the right to convert such shares of Series D Convertible Preferred Stock into the kind and amount of shares or other securities and property receivable upon such consolidation, merger, sale or conveyance by a holder of the number of shares of Common Stock into which such shares of Series D Convertible Preferred Stock might have been

converted immediately prior to such consolidation, merger, sale or conveyance, subject to adjustments which shall be as nearly equivalent as may be practicable to the adjustments provided for hereunder. The provisions of this Section shall apply similarly to successive consolidations, mergers, sales or conveyances.

(F) The Corporation shall take all necessary action to cause any shares of Series D Convertible Preferred Stock which shall at any time have been converted to resume the status of authorized but unissued shares of Preferred Stock, without designation as to series, until such shares are once more designated as part of a particular series by the Board of Directors. The Corporation shall at all times reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the shares of this Series, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of this Series; provided, however, that nothing contained herein shall preclude the Corporation from satisfying its obligations in respect of the conversion of the shares by delivery of purchased shares of Common Stock which are held in the treasury of the Corporation.

(G) The Corporation shall pay any and all issue or transfer taxes that may be payable respect of any issue or delivery of shares of Common Stock on conversion of shares of Series D Convertible Preferred Stock pursuant hereto. The Corporation shall not, however, be required to pay any tax which is payable in respect of any transfer involved in the issue or delivery of Common Stock in a name other than that in which the shares of Series D Convertible Preferred Stock so converted were registered or to correct an error in such name, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of such tax, or has established, to the satisfaction of the Corporation, that such tax has been paid.

(H) Before taking any action that would result in the Conversion Rate being less than the then par value of the Common Stock, the Corporation shall take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at the conversion premium.

5. Liquidation, Dissolution, Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, the amount that shall be paid to the holder of each share of Series D Convertible Preferred Stock (the "liquidation value" of such shares) shall be the fixed amount of \$1,500.00 for each such share and the additional sum representing declared but unpaid dividends thereon, if any. Neither the merger or consolidation of the Corporation, nor the sale, lease or conveyance of all or part of its assets, shall

be deemed to be a liquidation, dissolution or winding up of the affairs the Corporation, either voluntarily or involuntarily, within meaning of this section.

6. Preferential Rank. All shares of Series D Convertible Preferred Stock shall be *pari passu* in respect of the preferences as to dividends, distributions and payments upon the liquidation, dissolution or winding up of the Corporation to all shares of Series C Preferred Stock. All shares of Common Stock shall be of junior rank in respect of the preferences as to dividends, distributions and payment upon the liquidation, dissolution or winding up of the Corporation to all shares of Series D Convertible Preferred Stock. The rights of the shares of Common Stock shall be subject to the preferences and rights of the Series D Convertible Preferred Stock.