

FO 2000002005

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(Address)

(Address)

(City/State/Zip/Phone #)

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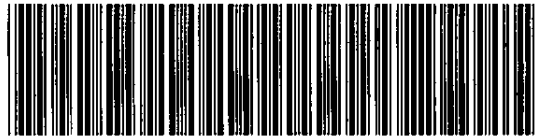
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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N.C.

C.COULLIETTE

DEC 11 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VeriChip Corporation
Name of Corporation

DOCUMENT NUMBER: F02000002005

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Prakash Patel
Name of Contact Person

PositiveID Corporation
Firm/Company

1690 S Congress Ave, Ste 200
Address

Delray Beach, FL 33445
City/State and Zip Code

ppatel@positiveIDcorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicola Pagsoligan at (561) 805-8020
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 23, 2009

PRAKASH PATEL
POSITIVEIS CORPORATION
1690 S. CONGRESS AVE., STE 200
DELRAY BEACH, FL 33445

SUBJECT: VERICHIP CORPORATION
Ref. Number: F02000002005

We have received your document for VERICHIP CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 209A00036250

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Verichip Corporation
Name of Corporation

DOCUMENT NUMBER: F02000002005

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Prakash Patel
Name of Contact Person

Verichip Corporation
Firm/Company

1690 South Congress Avenue Suite #200
Address

Delray Beach, FL 33445
City/State and Zip Code

ppatel@positiveidcorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Prakash Patel at (561) 805-8048
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount: * check previously sent. see memo

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
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Mailing Address:
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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

RECEIVED
2009 DEC -9 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000002005

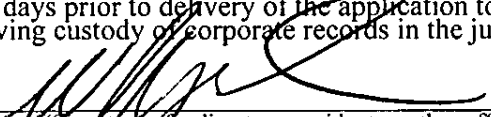
(Document number of corporation (if known))

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
09 DEC 11 AM 8:31

1. Verichip Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 04-18-2002
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 10, 2009
5. PositiveID Corporation
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

William Caragol
(Typed or printed name of person signing)

CFO.
(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VERICHIP CORPORATION", CHANGING ITS NAME FROM "VERICHIP CORPORATION" TO "POSITIVEID CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 2009, AT 10:54 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3414073 8100

091004614

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7632261

DATE: 11-10-09

**CERTIFICATE OF AMENDMENT
OF
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VERICHIP CORPORATION**

It is hereby certified that.

1. The name of the corporation (hereinafter called the "Corporation") is VeriChip Corporation.

2. The Certificate of Incorporation of the Corporation is hereby amended by changing the Article numbered "I" so that, as amended, said Article shall be and read as follows:

**ARTICLE I
NAME**

The name of the corporation is PositiveID Corporation.

3. The Certificate of Incorporation of the Corporation is hereby amended by changing the first paragraph of the Article numbered "IV" so that, as amended, said paragraph of said Article shall be and read as follows:

**ARTICLE IV
CAPITALIZATION**

The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 75,000,000 shares, consisting of 70,000,000 shares of common stock, par value \$0.01 per share (the "*Common Stock*") and 5,000,000 shares of preferred stock, par value \$0.001 per shares (the "*Preferred Stock*").

4. Pursuant to a resolution of its Board of Directors, a meeting of stockholders of the Corporation was duly called and held, on November 10, 2009 upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

5. The foregoing amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, the Corporation has caused this Certificate to be signed this 10th day of November, 2009.

By: 
Name: William J. Caragol
Title: President and Chief Financial Officer