

F13000003170

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C. LEWIS
FEB - 3 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VeriTeQ Corporation, formerly Digital Angel Corporation
Name of Corporation

DOCUMENT NUMBER: F13000003170

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cori Boisvert

Name of Contact Person

VeriTeQ Corporation

Firm/Company

220 Congress Park Drive Suite 200

Address

Delray Beach, FL 33445

City/State and Zip Code

FDS DC@veriteqcorporation

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

For further information concerning this matter, please call:

Cori Boisvert

Name of Contact Person

at **561 8467002**

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

(Pursuant to s. 607.1504, F.S.)

F13000003170

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SECRETARY OF THE ARMY
WASHINGTON

(Name of corporation as it appears on the records of the Department of State)

(Incorporated under laws of)

(Date authorized to do business in Florida)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 18, 2013

(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)

Scott Silverman

(Typed or printed name of person signing)

CEO

(Title of person signing)

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:02 AM 10/18/2013
FILED 10:00 AM 10/18/2013
SRV 131210774 - 4313341 FILE

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
DIGITAL ANGEL CORPORATION**

Digital Angel Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, (the "*Corporation*") does hereby certify as follows:

FIRST: The name of this corporation is Digital Angel Corporation.

SECOND: The date of filing of its original certificate of incorporation with the Secretary of State of the State of Delaware was March 7, 2007 (as Applied Digital Solutions, Inc.) and which has been amended from time to time (as amended to date, the "*Certificate of Incorporation*").

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend the Certificate of Incorporation as follows:

A. Article One of the Certificate of Incorporation is hereby deleted and replaced with the following.

"The name of the corporation is VeriTeQ Corporation (the "*Corporation*")."

B. Article Three of the Certificate of Incorporation is hereby amended by changing the last paragraph in Article Three, Subsection B, so that, as amended, said paragraph of said Article shall be read as follows:

Effective at 5 p.m. on October 18, 2013 (the "Effective Time"), every 30 shares of Common Stock issued and outstanding immediately prior to the Effective Time ("Old Common Stock") shall automatically be combined, without any action on the part of the holder thereof, into one (1) validly issued, fully paid and non-assessable share of Common Stock ("New Common Stock"), subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. No stockholder of the Corporation shall transfer any fractional shares of Common Stock. The Corporation shall not recognize on its stock record books any purported transfer of any fractional share of Common Stock. A holder of Old Common Stock who otherwise would be entitled to receive fractional shares of New Common Stock because they hold a number of shares of Old Common Stock not evenly divisible by the Reverse Stock Split ratio will be entitled to receive a cash payment equal to the product obtained by multiplying (a) the number of shares of Old Common Stock held by such holder that would otherwise have been exchanged for such fractional share interest, by (b) the volume weighted average price of the Old Common Stock as reported on The OTC Market, or other principal market of the Old Common Stock, as applicable, on the date of the Effective Time of the Reverse Stock Split. Each certificate that immediately prior to the Effective Time represented shares of Old Common Stock ("Old Certificates"), shall thereafter represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by the Old Certificate shall have been combined. Except as set forth above in this paragraph, Article Three of the Certificate of Incorporation remains in full force and effect.

FOURTH: That, the stockholders of the Corporation, in accordance with Section 228 of the General Corporation Law of the State of Delaware, by written consent of the holders of the number of shares of voting stock required to approve the action at a meeting, approved the amendments.

FIFTH: This Certificate of Amendment has been duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Digital Angel Corporation has caused this Certificate of Amendment to be signed by its Chief Financial Officer on October 18, 2013.

DIGITAL ANGEL CORPORATION

By: 

Name: Lorraine Breece

Title: Chief Financial Officer