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00 NOV 16 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-11/16/00--01032--030  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

DATE: 11-16-00

REF. #: 0150.13703

CORP. NAME: Vasocore, Inc.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

STATE FEES PREPAID WITH CHECK# \_\_\_\_\_ FOR \$ \_\_\_\_\_

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ 43.75

RECEIVED  
00 NOV 16 AM 10:06  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

G. COULLETTE NOV 16 2000

ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
VASOCOR, INC.

00 NOV 16 PM 12:32  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act (the "Act"). Vasocor, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

- I. The name of the Corporation is Vasocor, Inc.
- II. The following amendments of the Articles of Incorporation were adopted by the shareholders of the Corporation on November 2, 2000, in the manner prescribed by Section 607.1003 of the Act:
  - a. ARTICLE IV - CAPITAL STOCK is hereby deleted in its entirety and replaced with the following:

ARTICLE IV - CAPITAL STOCK

(a) Authorized Shares. The corporation is authorized to issue two classes of stock: Class A Common Shares and Class B Common Shares. The total number of shares which the corporation may issue is Thirty Million (30,000,000), of which Twenty Six Million Two Hundred Twenty Eight Thousand Six Hundred Sixty Nine (26,228,669) are Class A Common Shares of \$0.01 par value each, and Three Million Seven Hundred Seventy One Thousand Three Hundred Thirty One (3,771,331) are Class B Common Shares of \$0.01 par value each.

(b) Rights. The Class A Common Shares and the Class B Common Shares shall be identical in all respects, including, without limitation, distributions of dividends and distributions upon the dissolution, liquidation or winding up of the corporation, but with the exception of voting rights as described herein. Each issued and outstanding Class A Common Share shall be entitled to one (1) vote on all matters to be voted on by the Corporation's shareholders. Each issued and outstanding Class B Common Share shall be entitled to four (4) votes on all matters to be voted on by the corporation's shareholders; provided that in every event the Class B Common Shares in the aggregate shall have not less than the number of votes necessary to approve each matter to be voted on by the corporation's shareholders. The Class A Common Shares and the Class B Common Shares shall vote together as a single class on all matters, except as otherwise required under the Florida Business Corporation Act, and except that any proposal to amend this Section IV(b) of these Articles shall require the approval of the Class A Common Shares and the Class B Common Shares voting as separate classes.

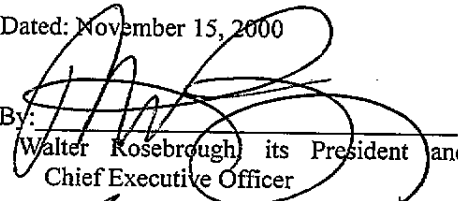
(c) Conversion of Class B Common Shares; Redesignation of Class A Common Shares. Upon the consummation of the initial offering of common stock of the corporation to the public pursuant to a registration statement under the Securities Act of 1933, as amended: (1) the number of authorized Class A Common Shares shall equal the sum of the number of authorized Class A Common Shares and the number of

authorized Class B Common Shares immediately preceding the application of this clause; (2) each Class B Common Share then outstanding shall automatically convert into one Class A Common Share; (3) each Class A Common Share (including without limitation the Class A Common Shares outstanding pursuant to the preceding clause (2)) shall be redesignated as a Common Share, and the authorized shares of capital stock of the corporation shall be comprised of Common Shares of \$0.01 par value each, of an authorized number equal to the number of authorized Class A Common Shares pursuant to the preceding clause (1) (as such number may be increased or decreased in connection with such initial offering, or otherwise, by amendment of these Articles of Incorporation). Upon the consummation of such initial offering, the rights of the holders of the Class B Common Shares as such shall cease, and the rights of the holders of the Class A Common Shares as such shall cease, and all of such holders shall be deemed to have become the holders of record of Common Shares.

b. Immediately upon the effectiveness of this amendment to ARTICLE IV -CAPITAL STOCK of the Articles of Incorporation, each outstanding share of the Corporation's Common Shares, par value \$.01 per share, shall without further action by the Corporation or the holder thereof be reclassified, changed and converted into one (1) Class A Common Share. A holder of converted Common Shares may surrender the certificates representing such shares to the Corporation, which shall issue to the holder a certificate or certificates of representing the appropriate number of Class A Common Shares. The issuance of certificates for Class A Common Shares upon conversion shall be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by the corporation in connection with such conversion and the related issuance of Class A Common Shares.

III. The number of votes cast for the amendments to the Articles of Incorporation by the shareholders were sufficient for approval.

Dated: November 15, 2000

By:   
Walter Rosebrough, its President and  
Chief Executive Officer

By:   
Edward Miller, its Secretary