

UCC SERVICES

Fax: 850 681 6011

Jul 22 '04

10:53

P. 01

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000150382 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850) 681-6528
Fax Number : (850) 681-6011

BASIC AMENDMENT

NYER MEDICAL GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

RECEIVED
04 JUL 22 AM 11:10
DIVISION OF CORPORATIONS

FILED
04 JUL 22 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

Amend
7/22/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 21, 2004

NYER MEDICAL GROUP, INC.
1292 HAMMOND STREET
BANGOR, ME 04401US

SUBJECT: NYER MEDICAL GROUP, INC.
REF: R51661

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6027.

Michelle Milligan
Document Specialist

FAX Aud. #: E04000150382
Letter Number: 104A00046193

**FOURTH AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
NYER MEDICAL GROUP, INC.**

The undersigned hereby certifies that the following Fourth Amendment to the Articles of Incorporation, as amended, was approved by the board of directors (the "Board") of Nyer Medical Group, Inc. (the "Company"), and approved by a vote of majority of holders of the outstanding voting power of capital stock of the Company present in person or by proxy and entitled to vote at the annual meeting of shareholders held on the 6th day of December, 2002. (and the number of votes cast for this Fourth Amendment by the shareholders was sufficient for approval of this Fourth Amendment)

1. The name of the corporation is Nyer Medical Group, Inc.
2. Article IV repealed, and Article IV will now read as follows:

Article IV - Capital Stock

The Company is authorized to issue 25,000,000 shares of common stock, \$.0001 par value.

The Company is authorized to issue 2,505,000 shares of preferred stock, \$.001 par value (the "Preferred Stock").

Of these shares of Preferred Stock, 1,000 shall be designated as Class A Preferred Stock, each share of which shall have 1,000 votes on all matters at which shares of common stock are entitled to vote. Class A Preferred Stock shall have no other rights different than common stock.

The remaining 2,500,000 shares of Preferred Stock shall be designated as Class B Preferred Stock. All Class B Preferred Stock is subject to issuance by the Board in one or more series and through the filing a certificate pursuant to the applicable law of the State of Florida.

Of the Class B Preferred Stock, 2,500 shares of Series 1 Class B Preferred Stock (the "Series 1 Stock") may be issued. The Series 1 Stock is not convertible into common stock but carries the right to 2,000 votes per share on all matters requiring a vote of the common shareholders and preferred shareholders. In all other respects, the Series 1 Stock shall be treated like common stock except where otherwise provided by the Florida Statutes.

Except as expressly limited by Chapter 607, Florida Statutes, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (a) Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (b) The number of shares constituting that series and the distinctive designation of that series;
- (c) The dividend rate on the shares of that series, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series;
- (d) Whether that series shall have conversion privileges, and if so, the terms

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUL 22 AM 11:19

FILED

and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;

(e) Whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences and limitations of that series.

3. This amendment was duly adopted by the Board on the 4th day of October, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 20th day of July, 2004.

(CORPORATE SEAL)

NYER MEDICAL GROUP, INC.

By:

Karen L. Wright
Karen L. Wright,
Vice President - Finance