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Arts of Amendment

1.

Ultra Pure Water Technologies, Inc
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ULTRA PURE WATER TECHNOLOGIES, INC.
a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the following Articles of Amendment to the Articles of Incorporation of Ultra Pure Water Technologies, Inc. are submitted for filing.

FIRST: The name of the corporation is Ultra Pure Water Technologies, Inc. (the "Corporation").

SECOND: The Articles of Incorporation are hereby amended to cancel the Series A Preferred Stock and to return all authorized shares to the treasury of the Company, which shares shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series in accordance with the provisions of Article IV of the Amended and Restated Articles of Incorporation of the Company.

THIRD: The amendment to the Articles of Incorporation provided hereinabove in paragraph SECOND were duly adopted by all of the holders of Series A Convertible Preferred Stock of the Corporation (the "Series A Preferred Stock") on October 18, 2005. Prior to this amendment, there were 10,000,000 outstanding shares of Series A Preferred Stock of the Corporation entitled to vote on this amendment. All 10,000,000 shares were voted in favor of this amendment. No shares were voted against the amendment. There are no other classes or series entitled to vote on this amendment.

FOURTH: The Articles of Incorporation are hereby amended to create a new series of preferred stock to be designated as "Series B Preferred Stock." The designations, rights, and preferences of the Series B Preferred Stock shall be as set forth on Annex A attached hereto. The Board of Directors of the Company have approved the creation of the Series B Preferred Stock by unanimous written consent in lieu of a meeting on October 18, 2005 as permitted by Section 607.0821 of the Florida Business Corporation Act. No shareholder approval is required for this amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Articles of Incorporation to be signed in its name and on its behalf by its President on this 21st day of October, 2005.

ULTRA PURE WATER TECHNOLOGIES, INC.

By:


DANIEL LEBLANC

President

ANNEX A

Certificate of Designation, Preferences and Rights of Series B Preferred Stock

Ultra Pure Water Technologies, Inc., a Florida corporation (the "Company"), pursuant to the provisions of Section 607.0602 of the Business Corporation Act of the State of Florida does hereby state and certify that pursuant to the authority expressly vested in the Board of Directors of the Company (the "Board") by the Amended and Restated Certificate of Incorporation, the Board, in a unanimous written consent executed on October 18, 2005, duly adopted the following resolutions providing for the issue of shares of preferred stock, par value \$0.01 per share ("Preferred Stock"), of the Company hereinafter referred to, and further providing with respect to such issue of shares of Preferred Stock for such powers, designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, as are hereinafter set forth, in addition to those set forth in said Amended and Restated Certificate of Incorporation;

RESOLVED, that pursuant to Article IV of the Amended and Restated Certificate of Incorporation (which authorizes 50,000,000 shares of Preferred Stock), the Board hereby provides for the issue of a series of 12,000,000 shares of Preferred Stock designated "Series B Preferred Stock," and

RESOLVED, that the powers, designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, of the shares of the Series B Preferred Stock shall be as follows:

Section 1. Designation and Amount. The designation of the series of Preferred Stock created by this resolution shall be "Series B Preferred Stock" (hereinafter called this "Series"), and the number of shares constituting this Series shall be 12,000,000. Shares of this Series shall have a stated value of \$1.00 per share. The number of authorized shares of this Series may be reduced or, subject to Section 5(b)(ii), increase by further resolution duly adopted by the Board and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such reduction or increase has been so authorized.

Section 2. Dividends. Subject to the prior and superior rights of the holders of any shares of Senior Stock, the holders of shares of this Series shall be entitled to receive dividends and distributions in accordance with this Section 2, when, as and if declared by the Board out of funds legally available for such purpose. If the Company declares a dividend or distribution on the common stock, par value \$0.31 per share (the "Common Stock"), of the Company, the holders of shares of this Series shall be entitled to receive for each share of this Series a dividend or distribution in the amount of the dividend or distribution that would be received by a holder of the Common Stock into which such share of this Series could be converted on the record date for such dividend or distribution pursuant to the provisions of Section 6. If the Company declares a dividend or distribution on any class or series of Junior Stock (other than Common Stock), the holders of shares of this Series shall be entitled to receive a dividend or distribution in an amount per share in proportion to the dividend or distribution declared on a share of such class or series of Junior Stock based upon the liquidation preference of a share of this Series relative to that of a

share of such class or series of Junior Stock. If the Company declares a dividend or distribution on any class or series of Parity Stock, the holders of shares of this Series shall be entitled to receive a dividend or distribution in an amount per share in proportion to the dividend or distribution declared on a share of such class or series of Parity Stock based upon the liquidation preference of a share of this Series relative to that of a share of such class or series of Parity Stock, unless the holders of at least 66-2/3% of the outstanding shares of this Series consent otherwise. In any such case, the Company shall declare a dividend or distribution on this Series at the same time that it declares a dividend or distribution on the Common Stock or such other class or series of Junior Stock or on such class or series of Parity Stock and shall establish the same record date for the dividend or distribution on this Series as is established for such dividend or distribution on the Common Stock or such other class or series of Junior Stock or on such class or series of Parity Stock. Each such dividend or distribution will be payable to holders of record of this Series as they appeared on the records of the Company at the close of business on the record date declared for such dividend or distribution, as shall be fixed by the Board. If the Company declares or pays a dividend or distribution on this Series as a result of the declaration or payment of a dividend or distribution on the Common Stock or such other class or series of Junior Stock or on any class or series of Parity Stock as described above, the holders of this Series shall not be entitled to any additional dividend or distribution solely because such first dividend or distribution also required the declaration or payment of a dividend or distribution on any class or series of Junior Stock or Parity Stock. Any reference to "distribution" contained in this Section 2 shall not be deemed to include any distribution made in connection with any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

Section 3. Liquidation Preference. In the event of a (i) liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or (ii) a sale or other disposition of all or substantially all of the assets of the Company, after payment or provision for payment of debts and other liabilities of the Company and subject to the prior and superior rights of the holders of any Senior Stock, the holders of shares of this Series shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus of any nature, an amount equal to \$1.00 per share, and no more, before any payment shall be made or any assets distributed to the holders of the Company's Junior Stock (it being understood that this Series shall not thereafter share with the Junior Stock). The entire assets of the Company available for distribution after the liquidation preferences of the Senior Stock are fully met shall be distributed ratably among the holders of this Series and any Parity Stock to the respective preferential amounts to which each is entitled (but only to the extent of such preferential amounts). A consolidation or merger of the Company with or into another company shall not be considered a liquidation, dissolution or winding up of the Company or a sale or other disposition of all or substantially all of the assets of the Company.

Section 4. Voting Rights.

(a) **General Voting Rights.** Except as otherwise required by law or by Sections 4(b) and 4(c) hereof, each holder of any shares of this Series shall have the right to ten votes for each full share of this Series at the record date for the determination of the stockholders entitled to vote on such matters or, if no record date is established, at the day prior to the date such vote is taken or any written consent of stockholders is first executed. With respect to such vote, such holders (i) shall have full voting rights and powers equal to the voting rights and powers of the

holders of Common Stock, (ii) shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the bylaws of the Company, and (iii) shall be entitled to vote, together with holders of Common Stock and the holders of any other class or series of stock that also has the right to vote with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.

The voting rights specified in this Section 4 are in addition to, and are not intended to limit in any respect, the voting rights of holders of shares of this Series under the Business Corporation Act of the State of Florida.

(b) Special Voting Rights. The Company shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of this Series (voting separately as a class in accordance with Section 4(c)):

(i) create, or increase the authorized number of shares of, any new class or series of Senior Stock or Parity Stock or issue any shares of Senior Stock or Parity Stock (other than in connection with the Planned Issuances, which shall not require any action by holders of shares of this Series);

(ii) increase the authorized number of shares of this Series; or

(iii) amend or repeal any provision of, or add any provision to, the certificate of incorporation of the Company if such action would adversely alter or change the relative rights, preferences, privileges or powers of this Series.

(c) Voting Procedures. The rights of holders of shares of this Series to take any action separately as a class as provided in this Certificate may be exercised at any annual meeting of stockholders or at a special meeting of stockholders held for such purpose or at any adjournment thereof, or without a meeting, without prior notice and without a vote, if a consent or counterpart consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares of this Series having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares of this Series entitled to vote on the action were present and voted.

Section 5. Conversion. This Series shall not have any conversion rights or be convertible into any other securities of the Company.

Section 6. Fractional Shares; Transfer Taxes.

(a) The Company shall not be required to issue stock certificates representing fractions of shares of Common Stock.

(b) The issuance of certificates for shares of Common Stock on conversion of this Series shall be made without charge to the holders thereof for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate; provided, that the Company shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate in a name other than that of the

holder of the shares of this Series converted and the Company shall not be required to issue or deliver such certificates unless or until the person or persons requesting the issuance thereof shall have paid to the Company the amount of such tax or shall have established to the satisfaction of the Company that such tax has been paid.

Section 7. Definitions. For the purposes hereof, the following terms shall have the following respective meanings:

“Board” shall have the meaning set forth in the introduction.

“Common Stock” shall have the meaning set forth in Section 2.

“Junior Stock” shall mean, for purposes of Section 2, the Common Stock and any other class or series of stock of the Company issued after the Original Issue Date ranking junior to this Series in respect of the right to receive dividends and distributions and, for purposes of Section 3, the Common Stock and any other class or series of stock of the Company issued after the Original Issue Date ranking junior to this Series in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Company.

“Parity Stock” shall mean, for purposes of Section 2, any other class or series of stock of the Company issued after the Original Issue Date ranking on a parity with this Series in respect of the right to receive dividends and distributions and, for purposes of Section 3, any other class or series of stock of the Company issued after the Original Issue Date ranking on a parity with this Series in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Company.

“Preferred Stock” shall have the meaning set forth in the introduction to this Agreement.

“Senior Stock” shall mean, for purposes of Section 2, any class or series of stock of the Company issued after the Original Issue Date ranking senior to this Series in respect of the right to receive dividends and distributions, and, for purposes of Section 3, any class or series of stock of the Company issued after the Original Issue Date ranking senior to this Series in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Company.

Section 8. Status of Acquired Shares. Shares of this Series received upon conversion or otherwise acquired by the Company will be restored to the status of authorized by unissued shares of Preferred Stock, without designation as to class, and may thereafter be issued, but not as shares of this Series.

Section 9. No Preemptive Rights. No holder of shares of this Series by reason of holding such shares shall have any preemptive or preferential right to purchase or subscribe to any securities of the Company, now or hereafter to be authorized.

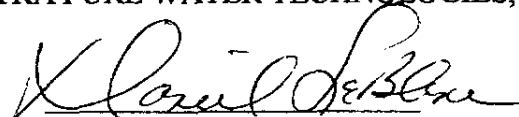
Section 10. Consolidation or Merger. In the case of any consolidation or merger to which the Company is a party (other than a consolidation or merger in which the Company is the surviving or continuing corporation and in which the shares of Common Stock outstanding immediately before the merger or consolidation remain unchanged) or in the case of any sale or

transfer to another company of the Company as an entirety or substantially as an entirety, then, if any shares of this Series are to remain outstanding following the consummation of such transaction, the Company shall make appropriate provision, or cause appropriate provision to be made, so that, upon conversion thereof, holders of shares of this Series outstanding immediately prior thereto shall have the right to receive (i) the kind and amount of securities, cash or other property receivable upon the consummation of such transaction by a holder of the number of shares of Common Stock into which such shares of this Series would have been converted if conversion had occurred immediately before the date of the consummation of such transaction (assuming such holder failed to exercise rights of election, if any, as to the kind or amount of securities, cash or property, receivable upon consummation of such transaction). Following the consummation of such transaction, the amount of any common stock or similar equity securities receivable by a holder of this Series upon conversion shall be subject to equitable adjustment in a manner consistent with the adjustments described in Section 5(c). The foregoing provisions of this Section 10 shall similarly apply to successive consolidations, mergers, sales or transfers.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by a duly authorized officer, this 21st day of October, 2005.

ULTRA PURE WATER TECHNOLOGIES, INC.

By:


DANIEL LEBLANC
President

ATTEST:

By:


STEPHEN H. MYERS
Secretary