

L56837

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000241065100

10/24/12--01002--031 **43.75

RECEIVED
DIVISION OF REVENUE
12 OCT 24 PM 1:13

Amend/cc
@ 10/24/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BioDerm, Inc.

DOCUMENT NUMBER: L56837

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Byron Dyke

Name of Contact Person

BioDerm, Inc.

Firm/ Company

12320 73rd Court North

Address

Largo, FL 33773

City/ State and Zip Code

bdyke@bioderm.us

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

For further information concerning this matter, please call:

Byron Dyke

Name of Contact Person

at (727) 507-7655 x2012

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

RECEIVED
DIVISION OF CORPORATE AFFAIRS
12 OCT 24 PM 1:13

BioDerm, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

L56837

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Example:

<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>
--------------	-----------	--------------------

Address

Remove

Remove

 Remove

 Remove

Remove

 Remove

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED SECOND ARTICLES OF AMENDMENT TO
THE SECOND AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF BIODERM, INC.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:**

(if not applicable, indicate N/A)

N/A

**SECOND ARTICLES OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BIODERM, INC.**

Pursuant to the Florida Business Corporation Act, **BIODERM, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation, as amended:

FIRST: The name of the Corporation is:

BioDerm, Inc.

SECOND: Article IV.A. of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is One Hundred Million (100,000,000). The total number of shares of common stock authorized to be issued is Fifty Million (50,000,000), par value \$0.0001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Fifty Million (50,000,000), par value \$0.0001 per share (the "Preferred Stock"), of which One Million Two Hundred and Fifty Thousand (1,250,000) are designated as "Series A Preferred Stock" and of which Fifteen Million (15,000,000) are designated as "Series B Preferred Stock".

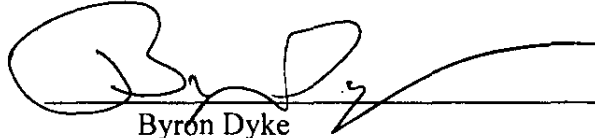
THIRD: The foregoing amendment to the Corporation's Second Amended and Restated Articles of Incorporation was adopted and approved by the Board of Directors of the Corporation by written consent effective as of August 1, 2012. The foregoing amendment to the Corporation's Second Amended and Restated Articles of Incorporation does not require stockholder approval.

FOURTH: The foregoing amendment to the Corporation's Amended and Restated Articles of Incorporation will become effective upon the filing of these First Articles of Amendment to Articles of Incorporation with the Florida Department of State.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Second Amendment to the Second Amended and Restated Articles of Incorporation to be effective as of the 1st day of August, 2012.

BIODERM, INC., a Florida corporation

A handwritten signature in black ink, appearing to read 'Byron Dyke', is written over a horizontal line.

Byron Dyke
Secretary

**SECOND ARTICLES OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BIODERM, INC.**

Pursuant to the Florida Business Corporation Act, **BIODERM, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation, as amended:

FIRST: The name of the Corporation is:

BioDerm, Inc.

SECOND: Article IV.A. of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is One Hundred Million (100,000,000). The total number of shares of common stock authorized to be issued is Fifty Million (50,000,000), par value \$0.0001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Fifty Million (50,000,000), par value \$0.0001 per share (the "Preferred Stock"), of which One Million Two Hundred and Fifty Thousand (1,250,000) are designated as "Series A Preferred Stock" and of which Fifteen Million (15,000,000) are designated as "Series B Preferred Stock".

THIRD: The foregoing amendment to the Corporation's Second Amended and Restated Articles of Incorporation was adopted and approved by the Board of Directors of the Corporation by written consent effective as of August 1, 2012. The foregoing amendment to the Corporation's Second Amended and Restated Articles of Incorporation does not require stockholder approval.

FOURTH: The foregoing amendment to the Corporation's Amended and Restated Articles of Incorporation will become effective upon the filing of these First Articles of Amendment to Articles of Incorporation with the Florida Department of State.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Second Amendment to the Second Amended and Restated Articles of Incorporation to be effective as of the 1st day of August, 2012.

BIODERM, INC., a Florida corporation

A handwritten signature in black ink, appearing to read 'Byron Dyke', is written over a horizontal line.

Byron Dyke
Secretary

The date of each amendment(s) adoption: August 1, 2012

Effective date if applicable: August 1, 2012
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

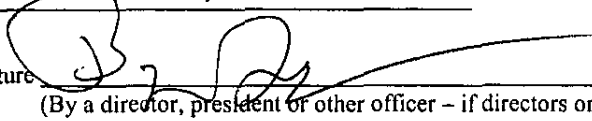
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated October 15, 2012

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Byron Dyke

(Typed or printed name of person signing)

Secretary

(Title of person signing)