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BASIC AMENDMENT

RELIEFRX, INC.

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AMEND
JES
2/6/01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RELIEFRX, INC.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted: Article III is being amended in its entirety so that it will now read:

"Article III

Capital Stock

A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock."

1. **Common Stock.** The total number of shares of Common Stock which the Corporation is authorized to issue is Ten Million (10,000,000) shares, each with a par value of \$0.01 per share.

2. **Preferred Stock.** The Corporation is authorized to issue Five Million (5,000,000) shares, each with a par value of \$0.01 per share, of Preferred Stock of different series as described below.

B. Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized may be issued from time to time in one or more series with the rights, preferences and designations for each such series of Preferred Stock to be determined by the Corporation's Board of Directors.

C. Series A Preferred Stock. The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of Three Hundred Thousand (300,000) shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below.

1. **Liquidation.**

a. **Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive distributions of the assets of the Corporation available for distribution to stockholders, prior and in

preference to, any distribution of any of the assets of the Corporation to the holders of Common Stock, or any other class of Preferred Stock.

b. **Events Deemed Liquidation.** For purposes of this Section C(1), a liquidation, dissolution or winding up of the Corporation shall be deemed to occur if the Corporation shall sell, convey, or otherwise dispose of all, or substantially all, of its property or business, or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation), or effect any other transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of, provided, that this Section C(1)(b) shall not apply to a merger effected solely for the purpose of changing the domicile of the Corporation.

2. **Conversion.** The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

a. **Right to Convert.** Each share of Series A Preferred Stock shall be convertible, at the option of the holder such Series A Preferred Stock, at any time after the date of issuance of the same, into one (1) fully paid and nonassessable share of Common Stock (the "Conversion Ratio"), effective the date the certificate or certificates representing the Series A Preferred Stock is/are surrendered for conversion.

b. **Mechanics of Conversion.**

(i) Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates representing the Series A Preferred Stock, duly endorsed, and shall give written notice to the Corporation at its principal corporate office, of the holder's election to convert the same. Such holder shall state in such notice the name or names in which the certificate or certificates for shares of Common Stock are to be issued.

(ii) The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder of the Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled pursuant to this Section C(2).

(iii) Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate or certificates representing the Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(iv) If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as

amended, the conversion may, at the option of any holder tendering the Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive Common Stock upon conversion of such Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of such offering securities.

c. **Conversion Ratio Adjustments.** The Conversion Ratio of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) **Stock Splits and Dividends.** In the event the Corporation should at any time, or from time to time, fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder of such Common Stock to receive directly or indirectly, additional shares of Common Stock (the "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable on conversion or exercise of the Common Stock), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Ratio of the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable.

(ii) **Reverse Stock Splits.** In the event the Corporation should, at any time, or from time to time, decrease the number of shares of Common Stock outstanding by a combination of the outstanding shares of Common Stock then, following the record date of such combination, the Conversion Ratio for the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be decreased in proportion to such decrease in the outstanding shares of Common Stock as a result of such combination.

d. **Other Distributions.** In the event the Corporation shall declare a distribution payable in securities of other entities, evidences of indebtedness issued by the Corporation or other persons or entities, assets (excluding cash dividends) or options or rights referred to in Section C(2)(c), then, in each such case for the purpose of this Section C(2)(d), the holders of Series A Preferred Stock shall be entitled to a proportionate share of any such

distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

e. **Recapitalizations.** If at any time, or from time to time, there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section C(2)), provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of such Series A Preferred Stock, the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization.

f. **No Impairment.** The Corporation shall not, without the consent of the holders of at least a majority of Series A Preferred Stock, by amendment hereof or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance by the Corporation of any of the terms to be observed or performed pursuant to this Section C. The Corporation shall at all times in good faith assist in the carrying out of all the provisions of this Section C, and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

g. **No Fractional Shares and Certificate as to Adjustments.**

(i) No fractional shares shall be issued on the conversion of any share or shares of the Series A Preferred Stock. All shares of Common Stock (including fractions of shares of Common Stock) issuable upon conversion of more than one share of Series A Preferred Stock by a holder of such share of Series A Preferred Stock shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay the holder of the Series A Preferred Stock cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Corporation's Board of Directors) on the date of conversion.

(ii) On the occurrence of each adjustment or readjustment of the Conversion Ratio of Series A Preferred Stock pursuant to this Section C(2), the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment, and showing in detail the facts on which such adjustment or readjustment is based.

(iii) The Corporation shall, on the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a similar certificate setting forth (w) such adjustment and readjustment, (x) the Conversion Ratio for the Series A Preferred Stock at the time in effect and (y) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received on the conversion of a share of Series A Preferred Stock.

h. **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of stock for the purpose of determining the holders of that class of stock who are entitled to receive any dividend (including a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall give to each holder of Series A Preferred Stock, at least twenty (20) days prior to the date on which any such record is to be taken for the purpose of such dividend, distribution or right (the "Record Date"), notice specifying the Record Date and the amount and character of such dividend, distribution or right.

i. **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment hereto.

3. **Notices.** Any notice required by the provisions of this Section C(2) shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified; (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient, if not, then on the next business day; (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid; or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

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4. **Voting Rights.** Except as otherwise required by law, the holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock could then be converted. With respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

SECOND: The date of the amendments' adoption is February 6, 2001.

THIRD: The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 6 day of February, 2001.


Jeffrey Salamon, President


Jeffrey Tobin, Director


Jordan Litten, Director


Lewis Duberman, Director

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