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 Account Name : SHUMAKER, LOOP & KENDRICK LLP
 Account Number : 075500004387
 Phone : (813)229-7600
 Fax Number : (813)229-1660

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BASIC AMENDMENT

PROGRESSUS THERAPY, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$43.75

Amendment

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**ARTICLES OF AMENDMENT
CREATING CLASS OF PREFERRED STOCK
TO
ARTICLES OF INCORPORATION
OF
PROGRESSUS THERAPY, INC.**

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Progressus Therapy, Inc. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The name of the Corporation is Progressus Therapy, Inc.

II. The Corporation, pursuant to the provisions of Section 607.0602 of the Act, hereby adopts the following amendment to Article III of its Amended and Restated Articles of Incorporation filed on May 7, 2003 (the "Amended and Restated Articles"), by inserting the following text at the end of such Article III:

Series A Preferred Stock

Pursuant to the authority vested in the Board of Directors of the Corporation, in accordance with the provisions of the Amended and Restated Articles of Incorporation, a series of Preferred Stock, par value \$.01 per share, designated as "Series A Preferred Stock" (the "Series A Preferred Stock"), is hereby created, with the following powers, preferences and rights:

1. Designation and Amount. The series of Preferred Stock designated and known as "Series A Preferred Stock" shall consist of 10,000 shares, with a stated value of \$100 per share.

2. Voting. Except as otherwise required under Florida Business Corporation Act, each share of Series A Preferred Stock shall be non-voting.

3. Conversion. Each share of the Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of the issuance of such share, into an equal amount of fully paid and nonassessable shares of Class B Common Stock. The Class B Common Stock issuable upon conversion of the shares of Series A Preferred Stock, when such Class B Common Stock shall be issued in accordance with the terms thereof, are hereby declared to be and shall be duly authorized, validly issued, fully paid and nonassessable Class B Common Stock held by the holders thereof. No fractional shares of Class B Common Stock shall be issued upon conversion of Series A Preferred Stock. Any fractional shares of Class B Common Stock resulting from conversion of Series A Preferred Stock shall be rounded up to the nearest whole share.

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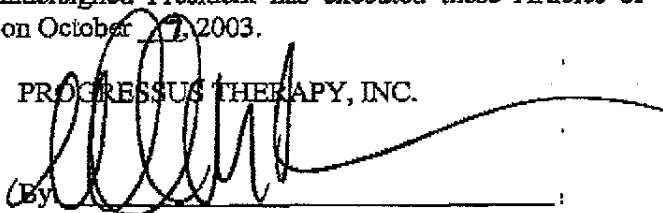
4. Redemption. The Corporation may, in its discretion, at any time after the date of issuance, redeem any or all of the issued and outstanding shares of Series A Preferred Stock out of funds legally available for such redemption.

III. The foregoing amendment was duly adopted by the unanimous consent of the Board of Directors on October 3, 2003, in conformity with the provisions of Section 607.0602 of the Act. The vote cast by the Board of Directors for the amendments contained herein was sufficient for approval of such amendments, and the adoption of this Amendment by the Corporation's Board of Directors was made without shareholder action and shareholder action was not required under the Act.

IV. Except as otherwise amended hereby, the Amended and Restated Articles shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Amendment to the Articles of Incorporation on October 7, 2003.

PROGRESSUS THERAPY, INC.

By 
Michael McBurnie, President

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