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GLENN RASMUSSEN

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Division of Corporations

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MEDICAL DATA TECHNOLOGIES, INC.**

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**THIRD ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEDICAL DATA TECHNOLOGIES, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), Medical Data Technologies, Inc. adopts these Articles of Amendment:

FIRST: The name of the corporation is Medical Data Technologies, Inc.

SECOND: Article III of the corporation's Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE III – AUTHORIZED SHARES

The total number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 100,000,000 shares of common stock, no par value (the "Common Stock"), and 100,000 shares of preferred stock, no par value (the "Preferred Stock"). Each share of Common Stock and Preferred Stock shall (1) be entitled to one vote per share on all matters to be voted on by the shareholders of the corporation, and (2) share ratably in the total amount of any dividend declared by the board of directors of the corporation. Except as otherwise provided in these Articles of Incorporation, the shares of Common Stock and Preferred Stock shall vote as a single group on all matters to be voted on by the shareholders of the corporation. The board of directors of the corporation must determine that the consideration received or to be received for each share of capital stock is adequate and may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract. The corporation is not authorized to issue fractional shares of its capital stock. The corporation has the right to purchase or otherwise acquire shares of its capital stock to the extent provided by law, its Bylaws, or any agreement duly executed by the corporation.

The shares of Common Stock and Preferred Stock have the same rights, preferences, and limitations, in all respects, except as follows:

1. **Liquidation Preference**. In the event of a sale, merger, consolidation, liquidation (voluntary or involuntary), dissolution, or winding up of the affairs of the corporation, or other disposition of all or substantially all the corporation's assets, or the acquisition of the corporation by another entity by means of a merger, consolidation, or corporate reorganization, or any other transaction or series of transactions in which more than 50% of the total voting control of the corporation is

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transferred to a third party (each a "Liquidation Event"), distributions shall be made in the following manner:

(a) In the event a Liquidation Event results in gross proceeds to the corporation of \$3 million or less (a "Preferred Stock Priority Liquidation Event"), the corporation shall pay to the holders of outstanding shares of Preferred Stock a cash sum equal to an aggregate of \$1.2 million as a priority liquidation payment, before any sums are paid, or any assets are distributed, to any holder of Common Stock (the "Priority Liquidation Amount");

(b) If, upon the occurrence of a Preferred Stock Priority Liquidation Event, the assets and funds available to be distributed among the holders of the Preferred Stock are insufficient to permit the payment to the holders of Preferred Stock of the full Priority Liquidation Amount, then the entire assets and funds of the Company legally available for distribution to the shareholders of the corporation shall be distributed ratably to the holders of Preferred Stock, subject to the restrictions and conditions set out below;

(c) After payment of the Priority Liquidation Amount has been made in full to the holders of Preferred Stock pursuant to this Article III, the corporation shall pay to the holders of Common Stock a cash sum equal to an aggregate of \$1.2 million, as a secondary liquidation payment, before any further sums are paid, or any further assets are distributed, to the holders of Preferred Stock (the "Common Stock Liquidation Amount");

(d) After payment of the Priority Liquidation Amount has been made in full to the holders of Preferred Stock pursuant to this Article III, and the Common Stock Liquidation Amount has been made in full to the holders of Common Stock pursuant to this Article III, the remaining assets of the corporation available for distribution shall be distributed ratably among the holders of Common Stock and Preferred Stock, as a group, based on the number of shares of Common Stock and Preferred Stock held by each holder at the time of distribution;

(e) In the event of a Liquidation Event resulting in gross proceeds to the corporation of greater than \$3 million, the assets of the corporation available for distribution shall be distributed ratably among the holders of Common Stock and Preferred Stock, as a group, based on the number of shares of Common Stock and Preferred Stock held by each holder at the time of distribution; and

(f) The value of securities and property paid or distributed upon the occurrence of a Liquidation Event shall be computed

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at fair market value at the time of payment by the Company or at the time made available to stockholders, all as determined by the Board of Directors in the good faith exercise of its reasonable business judgment, provided that: (i) if the securities are listed on any established stock exchange or a national market system, their fair market value shall be the closing sales price for the securities as quoted on that system or exchange (or the largest exchange, if the securities are traded on more than one) for the date the value is to be determined (or if there are no sales for that date, then for the last preceding business day on which there were sales), as reported in *The Wall Street Journal* or similar publication, and (ii) if the securities are regularly quoted by a recognized securities dealer but selling prices are not reported, their fair market value shall be the mean between the high bid and low asked price for the securities on the date the value is to be determined (or if there are not quoted prices for that date, then for the last preceding business day on which there were quoted prices).

2. Voting Rights. In addition to any other consent or approval which may be required pursuant to these Articles of Incorporation, including the consent or approval of the holders of Common Stock and Preferred Stock voting as a single group, no amendment, modification or waiver of any provision of this Article III shall be binding or effective (including any amendment, modification or waiver accomplished by merger, consolidation or conversion of the corporation with or into another person) without the prior approval of the holders of more than 50% of the shares of Preferred Stock outstanding at the time.

THIRD: On December 18, 2009, the foregoing amendment was approved by the written consent of a majority of the outstanding shares of Common Stock and Preferred Stock, voting collectively as a single voting group, and, to the extent the shareholders were obligated to vote as separate voting groups pursuant to the Act, the foregoing amendment was approved by the holders of all the Preferred Stock and at least a majority of the Common Stock; in either case, the number of shares that voted in favor of the foregoing amendment, either collectively or as separate voting groups, was sufficient for approval. Pursuant to Section 607.1003(6) of the Act, the directors of the corporation were not required to take any action in connection with the foregoing amendment.

FOURTH: The foregoing amendment will become effective upon the filing of this Third Articles of Amendment to Articles of Incorporation with the Florida Department of State.

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EXECUTED: December 18, 2009

MEDICAL DATA TECHNOLOGIES, INC.

By: 
David Six, Chief Executive Officer

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