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SECRETARY OF STATE
DIVISION OF CORPORATION
2004 FEB -2 PM 3:12

Amendment
LFS
2-3-04



LAW OFFICES
OF

Hoines & Rose

DAVID A. HOINES
BOARD CERTIFIED CIVIL TRIAL LAWYER
ADMITTED TO PRACTICE IN CALIFORNIA,
FLORIDA & NEW YORK

NORMAN ROSE - *RETIRED*
ADMITTED TO PRACTICE IN NEW YORK & FLORIDA

January 27, 2004

Secretary of State
Florida Department of State
R. A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

Re: MediSafe-Guard Products, Inc.

To Whom It May Concern:

Enclosed please find an original MSP's Articles of Amendment to file with the Secretary of State. Please return a certified copy in the enclosed envelope. I have enclosed a check in the amount of \$43.75 to cover the cost. Please advise if there are any additional charges.

Should you have any questions, please call me.

Thanking you, I remain,

Very truly yours,

SUSAN HARMON
Paralegal

enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

2004 FEB -2 PM 3:12

MEDISAFE-GUARD PRODUCTS, INC.

(present name)

Pursuant to provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article IV is deleted in its entirety and the following substituted therefor:

Article IV - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is fifty million (50,000,000) common shares having a par value of \$.0001 per share, two million five hundred seventy four thousand (2,574,000) Class A Voting Preferred Convertible shares having a par value of \$.01 per share, one million nine hundred four thousand, seven hundred sixty two (1,904,762) Class C Voting Preferred Convertible shares having a par value of \$.01 per share, one million Class D Voting Preferred Convertible shares having a par value of \$.01 per share, and one million Class E Voting Preferred Convertible shares having a par value of \$.01 per share.

SECOND: If any amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

All shares of Class B Non Voting Preferred stock were surrendered by the holder of such shares and canceled by the Company.

THIRD: The date of each amendment's adoption: March 10, 2003

FOURTH: Adoption of Amendment (s):

The amendment(s) were approved by the shareholders. The number of votes cast for the amendment(s) were sufficient for approval.

Signed this 10 day of March, 2003.

Signature Eugene J. Friedman
EUGENE J. FRIEDMAN, Secretary