

## Florida Department of State

Division of Corporations

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 10, 2002

CYCLOTEC ADVANCED MEDICAL TECHNOLOGIES, INC.  
1871 NW 65TH AVENUE  
LAUDERHILL, FL 33319

SUBJECT: CYCLOTEC ADVANCED MEDICAL TECHNOLOGIES, INC.  
REF: P00000116467

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please correct the corporate name shown above the signature on the last page of the document.

The date of adoption of each amendment must be included in the document.

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Darlene Connell  
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 7, 2002

CYCLOTEC ADVANCED MEDICAL TECHNOLOGIES, INC.  
1871 NW 65TH AVENUE  
LAUDERHILL, FL 33319

SUBJECT: CYCLOTEC ADVANCED MEDICAL TECHNOLOGIES, INC.  
REF: P00000116467

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

IN THE FIRST PARAGRAPH THE CORPORATE NAME "CYCLOTEC, INC. STARTS THE PARAGRAPH. THIS IS NOT THE CORPORATE NAME AND SHOULD BE DELETED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H02000149215  
Letter Number: 402A00037771

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
CYCLOTEC ADVANCED MEDICAL TECHNOLOGIES, INC., a Florida corporation**

Cyclotec Advanced Medical Technologies, Inc., (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on December 21, 2000, and Amended and Restated Articles were filed with the Secretary of State of the State of Florida on April 19, 2001.
2. The Amended and Restated Articles of Incorporation were duly approved by the majority shareholder on April 18, 2002 and the number of votes cast was sufficient for approval.
3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

**Article I**

**Name**

The name of the Corporation is Cyclotec Advanced Medical Technologies, Inc.

**Article II**

**Duration**

The Corporation shall have perpetual existence.

**Article III**

**Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**

**Address**

The principal office for the Corporation shall be:  
4871 N.W. 65th Avenue  
Lauderhill, Florida 33319

**Article V**

**Capital Stock**

1. The number of shares which the Corporation shall have authority to issue is Sixty Million (60,000,000) shares of common stock which shall consist of voting and non-voting

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shares.

- (a) 40,000,000 of the authorized shares shall be designated as voting common stock with a par value of one cent (\$.01) per share.
- (b) 20,000,000 shares shall be designated as non-voting common stock with a par value of one cent (\$.01) per share.
- (c) both the voting and non-voting common stock shall share ratably with all other classes of common stock in any dividends that may, from time to time, be declared by the Board of Directors. The holders of all common stock shall share ratably with all other classes of common equity in any assets of the corporation that are available for distribution to the holders of common equity securities of the corporation upon the dissolution or liquidation of the corporation. The holders of the voting common stock shall be entitled to cast one vote per share on all matters as submitted for a vote of the stockholders. The holders of the non-voting common stock shall not be entitled to a vote. There are no redemption or sinking fund provisions that will be applicable to the common stock of the corporation. Subject only to the requirements of the Act and the foregoing limits, the Board of Directors is expressly authorized to issue shares of any class of common stock without shareholder approval at any time and from time to time to such persons and for such considerations as the Board of Directors shall deem appropriate under the circumstances. The shareholders have waived their preemptive rights.
- (d) In addition to the Common Stock described above, the Board of Directors is authorized to cause the issuance of any other type of security (including, without limitation, Options, rights, warrants or appreciation rights relating to any equity or debt security of the Corporation and which may have rights or preferences junior or senior to any equity or debt security of the Corporation) from time to time on terms and conditions established in the sole and complete discretion of the Board of Directors. If and to the extent required by the Act, upon the creation of any new class or series of additional securities of the Corporation, the Board of Directors shall prepare and file with the records of the Corporation a Certificate setting forth the rights and preferences of such class or series of additional securities of the Corporation, which Certificate shall be deemed an amendment to these Articles of Incorporation and shall not require the consent of any shareholder.
- (e) Except to the extent that such rights are specifically enumerated in a Certificate setting forth the rights and preferences of a specific class or series of stock or other securities of the Corporation, no shareholder shall have any preemptive, preferential or other right, including without limitation with respect to (i) the issuance or sale of additional Common Stock of the Corporation, (ii) the issuance of any obligation, evidence of indebtedness of the Corporation which is or may be convertible into or exchangeable for, or

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accompanied by any rights to receive, purchase or subscribe to, any shares of Common Stock or other securities of the Corporation, (iii) the issuance of any right of subscription to, or right to receive, any warrant or option for the purchase of any Common Stock or other securities of the Corporation, or (iv) the issuance or sale of any other equity or debt securities that may be issued or sold by the Corporation from time to time.

#### **Article VI**

##### **Registered Office and Agent**

The street address of the registered office of the Corporation shall be 2021 Tyler Street, Hollywood, Florida 33020, and the name of the registered agent of the Corporation at that address is Alan B. Cohn.

#### **Article VII**

##### **Board of Directors**

The Corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time pursuant to and in accordance with the Bylaws but shall never be less than one (1) nor more than five (5). The director of the Corporation at the time of filing these Amended and Restated Articles of Incorporation is as follows:

Stephen Michelson

#### **Article VIII**

##### **Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

#### **Article IX**

##### **Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the provisions of the law.

#### **Article X**

##### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Act, and all rights conferred upon shareholders by the terms of these Articles of Incorporation are granted subject to this reservation of powers.

Except as otherwise set forth in the Bylaws, a majority of voting interest of the voting stockholders of the Corporation may amend the Articles of Incorporation.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Cyclotec Advanced Medical Technologies, Inc. are signed by Stephen Michelson, its President this 4th day of June, 2002.

CYCLOTEC ADVANCED MEDICAL TECHNOLOGIES, INC.

By:

  
Stephen Michelson, President

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