

JUL 1 2005 2:26PM  
Division of Corporations

HILL WARD HENDERSON

NO 7131 P. 1 Page 1 of 1

**P01000074959**

Florida Department of State

Division of Corporations

Public Access System

6535-1.

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H05000161756 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : HILL, WARD & HENDERSON, P.A. II  
Account Number : 072100000520  
Phone : (813)221-3900  
Fax Number : (813)221-2900

**BASIC AMENDMENT**

**SOLICORE, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

RECEIVED

05 JUL -1 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JUL -1 AM 10:23

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

7-5  
M. J. J. J.

(((H05000161756 3)))

**ARTICLES OF AMENDMENT  
TO  
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SOLICORE, INC.**

**FILED**  
05 JUL - 1 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to and in accordance with the provisions of the Florida Business Corporation Act, Solicore, Inc., a Florida corporation, adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation filed with the Secretary of State of the State of Florida on July 11, 2003:

**ARTICLE I.**

The name of the Corporation is **Solicore, Inc.**

**ARTICLE II.**

This amendment was approved by the Board of Directors by unanimous written consent dated June 29, 2005 and shareholder action was not required.

**ARTICLE III.**

This amendment does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were unissued before the division or combination.

**ARTICLE IV.**

This amendment is filed to effect a one (1) for twenty-seven (27) combination of the shares of each class or series of the Corporation. Pursuant to the combination, effective immediately upon the filing of this amendment: the issued and outstanding shares of Common Stock, par value \$0.001 per share, are hereby combined on a one (1) for twenty-seven (27) basis (such that each twenty-seven (27) shares of Common Stock issued immediately preceding the filing hereof shall be automatically changed and reclassified, without further action, into one (1) fully paid and nonassessable share of Common Stock); the issued and outstanding shares of Series A Convertible Preferred Stock, par value \$0.001 per share, are hereby combined on a one (1) for twenty-seven (27) basis (such that each twenty-seven (27) shares of Series A Convertible Preferred Stock issued immediately preceding the filing hereof shall be automatically changed and reclassified, without further action, into one (1) fully paid and nonassessable share of Series A Convertible Preferred Stock); and the issued and outstanding shares of Series B Convertible Preferred Stock, par value \$0.001 per share, are hereby combined on a one (1) for twenty-seven (27) basis (such that each twenty-seven (27) shares of Series B Convertible Preferred Stock issued immediately preceding the filing hereof shall be automatically changed and reclassified,

(((H05000161756 3)))

((H05000161756 3)))

without further action, into one (1) fully paid and nonassessable share of Series B Convertible Preferred Stock).

#### ARTICLE V.

No adjustment shall be made to the par value per share of any class or series of the shares of the Corporation as a result of the combination described in these Articles of Amendment.

#### ARTICLE VI.

Fractional shares, if any, created by the combination described in these Articles of Amendment shall not be redeemed for cash. In the case of any holder of fewer than twenty-seven (27) shares of capital stock or any number of shares of capital stock which, when divided by twenty-seven (27), does not result in a whole number, the fractional share interest held by such holder as a result of such combination shall be rounded to the nearest whole share using conventional rounding rules. Share interests due to rounding are given solely to save the expense and inconvenience of issuing fractional shares and do not represent separately bargained for consideration.

#### ARTICLE VII.

The Articles of Incorporation are amended by deleting Section A of Article IV in its entirety and replacing it with the following:

"A. The maximum number of shares of stock which the Company is authorized to have outstanding at any one time is:

"1. 27,777,777 shares of common stock, par value \$0.001 per share ("Common Stock"); and

"2. 15,489,946 shares of preferred stock, par value \$0.001 per share ("Preferred Stock"). The powers, preferences, and rights of the Preferred Stock and the qualifications, limitations, and restrictions thereof shall be as set forth herein."

#### ARTICLE VIII.

The Articles of Incorporation are amended by deleting Section B.1 of Article IV in its entirety and replacing it with the following:

"B. Preferred Stock.

"1. Designation. 148,148 shares of the Preferred Stock are designated as "Series A Convertible Preferred Stock," par value \$0.001 per share, and 15,341,798 shares of the Preferred Stock are designated as "Series B Convertible Preferred Stock," par value \$0.001 per share. As used herein, the term "Preferred Stock" used without references to the Series A Convertible

((H05000161756 3)))

((H05000161756 3)))

Preferred Stock or the Series B Convertible Preferred Stock means the shares of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock, except as otherwise expressly provided for herein or as the context otherwise requires."

#### ARTICLE IX.

Section B.3(a)(i) of Article IV of the Articles of Incorporation is amended as follows:

To reflect the combination described in these Articles of Amendment, the reference to the number "\$0.03635" is changed to "\$0.98145."

#### ARTICLE X.

Section B.3(a)(ii) of Article IV of the Articles of Incorporation is amended as follows:

To reflect the combination described in these Articles of Amendment, the reference to the number "\$1.75" is changed to "\$47.25."

#### ARTICLE XI.

Section B.6(b) of Article IV of the Articles of Incorporation is amended as follows:

1. To reflect the combination described in these Articles of Amendment, the first reference to the number "\$0.03635" is changed to "\$0.98145." In addition, immediately following such number, insert the following: "(which amount shall be adjusted equitably whenever there shall occur a stock dividend, stock split, stock combination, reorganization, recapitalization, reclassification or other similar event involving the Series B Convertible Preferred Stock after July 1, 2005)".

2. To reflect the combination described in these Articles of Amendment, the second reference to the number "\$0.03635" is changed to "\$0.98145." In addition, immediately following such number, insert the following: "(which amount shall be adjusted equitably whenever there shall occur a stock dividend, stock split, stock combination, reorganization, recapitalization, reclassification or other similar event involving the Series A Convertible Preferred Stock after July 1, 2005)".

#### ARTICLE XII.

Section B.6(c) of Article IV of the Articles of Incorporation is amended as follows:

1. To reflect the combination described in these Articles of Amendment, the first reference to the number "\$0.03635" is changed to "\$0.98145." In addition, immediately following such number, insert the following: "(which amount shall be adjusted equitably whenever there shall occur a stock dividend, stock split, stock combination, reorganization,

((H05000161756 3)))

((H05000161756 3)))

recapitalization, reclassification or other similar event involving the Series B Convertible Preferred Stock after July 1, 2005)".

2. To reflect the combination described in these Articles of Amendment, the second reference to the number "\$0.03635" is changed to "\$0.98145." In addition, immediately following such number, insert the following: "(which amount shall be adjusted equitably whenever there shall occur a stock dividend, stock split, stock combination, reorganization, recapitalization, reclassification or other similar event involving the Series A Convertible Preferred Stock after July 1, 2005)".

#### ARTICLE XIII.

Section B.6(d)(i)(A) of Article IV of the Articles of Incorporation is amended as follows:

To reflect the combination described in these Articles of Amendment, the reference to the number "129,711,992" is changed to "4,804,147."

#### ARTICLE XIV.

Section B.6(d)(i)(B) of Article IV of the Articles of Incorporation is amended as follows:

To reflect the combination described in these Articles of Amendment, the reference to the number "149,736,636" is changed to "5,545,801."

#### ARTICLE XV.

Section B.6(d)(i)(G) of Article IV of the Articles of Incorporation is amended as follows:

1. To reflect the combination described in these Articles of Amendment, the reference to the number "129,711,992" in subsection (3) is changed to "4,804,147." In addition, immediately following such number, insert the following: "(which number shall be adjusted equitably whenever there shall occur a stock dividend, stock split, stock combination, reorganization, recapitalization, reclassification or other similar event involving the Common Stock after July 1, 2005)".

2. To reflect the combination described in these Articles of Amendment, the reference to the number "\$0.03635" in subsection (5) is changed to "\$0.98145."

#### ARTICLE XVI.

Section B.8(b) of Article IV of the Articles of Incorporation is amended as follows:

To reflect the combination described in these Articles of Amendment, the reference to the number "129,711,992" is changed to "4,804,147." In addition, immediately following such number, insert the following: "(which number shall be adjusted equitably whenever there shall

((H05000161756 3)))


occur a stock dividend, stock split, stock combination, reorganization, recapitalization, reclassification or other similar event involving the Common Stock after July 1, 2005)".

**ARTICLE XVII.**

This amendment is effective as of the date of this filing.

IN WITNESS WHEREOF, these Articles of Amendment to Second Amended and Restated Articles of Incorporation are executed on behalf of Solicore, Inc. by its duly authorized officer as of July 1, 2005.

SOLICORE, INC.

By:  AS IS CEO  
David B. Corey  
Chief Executive Officer

((H05000161756 3)))