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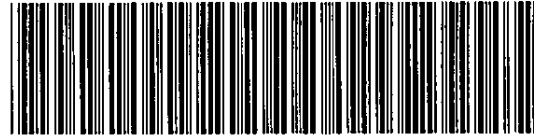
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*Amended & Restated*

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**DATE: 5/14/13**

**NAME: SOLICORE, INC**

**TYPE OF FILING: ARTICLES**

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**ACCOUNT: FCA000000015**

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**SOLICORE, INC.**

**EIGHTH AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Pursuant to the Florida Business Corporation Act (the "FBCA"), Solicore, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

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

**SECOND:** The Corporation was originally incorporated in the State of Florida on July 31, 2001, the Corporation filed the Amended and Restated Articles of Incorporation of the Corporation on February 12, 2002 with the Secretary of State of the State of Florida, the Corporation filed the Second Amended and Restated Articles of Incorporation of the Corporation on July 11, 2003 with the Secretary of State of the State of Florida, the Corporation filed Articles of Amendment to its Articles of Incorporation of the Corporation on July 1, 2005 with the Secretary of State of the State of Florida, the Corporation filed the Third Amended and Restated Articles of Incorporation of the Corporation on July 14, 2005 with the Secretary of State of the State of Florida, the Corporation filed the Fourth Amended and Restated Articles of Incorporation of the Corporation on April 2, 2008 with the Secretary of State of the State of Florida, the Corporation filed the Fifth Amended and Restated Articles of Incorporation of the Corporation on July 15, 2008 with the Secretary of State of the State of Florida, the Corporation filed the Sixth Amended and Restated Articles of Incorporation of the Corporation on November 13, 2009 with the Secretary of State of the State of Florida, the Corporation filed the Seventh Amended and Restated Articles of Incorporation with the Secretary of State of Florida on May 13, 2011 and these Eighth Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

**THIRD:** These Eighth Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation (the "Board of Directors") on May 13, 2013, in the manner and by the vote required by the FBCA. The amendments were approved by the shareholders by written consent, dated as of May 13, 2013, in accordance with Section 607.0704 of the FBCA, and the written consents received for the amendment by the shareholders were sufficient for approval.

**FOURTH:** These Eighth Amended and Restated Articles of Incorporation reflect, among other changes, the one-for-twenty-seven reverse stock split of the Corporation's Common Stock, Series A Convertible Preferred Stock and Series B Convertible Preferred Stock (as each is defined below) effected by the Articles of Amendment filed with the Secretary of State of the State of Florida on July 1, 2005.

**FIFTH:** The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

## **ARTICLE I**

### **Name**

The name of the Corporation is Solicore, Inc.

## **ARTICLE II**

### **Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 2700 Interstate Drive, Lakeland, Florida 33805.

## **ARTICLE III**

### **Registered Office and Agent**

The street address of the registered office in the State of Florida is 2700 Interstate Drive, Lakeland, Florida 33805. The name of the registered agent at such address is David B. Corey. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Corporation.

## **ARTICLE IV**

### **Capital Stock**

A. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 175,000,000 shares of common stock, par value \$0.001 per share ("Common Stock").

## **ARTICLE V**

### **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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## **ARTICLE VI**

### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subjected to amendment or repeal by the Board of Directors.

## ARTICLE VII

### **Indemnification; Excluded Opportunities**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

No director of the Corporation shall have any personal liability to the Corporation or to its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, subsequent to the date when this provision becomes effective except that this provision shall not eliminate or limit the liability of a director imposed by Section 607.0831 of the FBCA, as amended and superseded from time to time.

The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity, except to the extent that the failure to offer such Excluded Opportunity constitutes a breach of a binding contractual obligation between the Corporation and such director or any entity entitled to designate or elect such director. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the Corporation who is not an employee or agent of the Corporation or any of its subsidiaries, or (ii) R.R. Donnelley & Sons Company, Rho Ventures, Draper Fischer Jurvetson, Rogers Corporation, OPG Ventures, Inc., Braemar Energy Ventures, Firelake Capital Management, Hydro-Quebec CapiTech Inc. or any affiliated funds, partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person in such Covered Person's capacity as a director or agent of the Corporation.

\* \* \* \*

**IN WITNESS WHEREOF**, the Corporation has caused these Eighth Amended and Restated Articles of Incorporation to be executed as of May 14, 2013.

**SOLICORE, INC.**

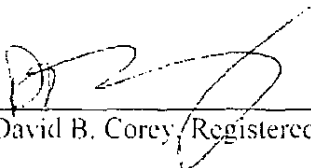
By: 

\_\_\_\_\_  
David B. Corey  
Chief Executive Officer

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in the foregoing Eighth Amended and Restated Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Solicore, Inc.

**DATED:** Effective this 14<sup>th</sup> day of May, 2013.

  
\_\_\_\_\_  
David B. Corey / Registered Agent