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BASIC AMENDMENT

ACCENTIA BIOPHARMACEUTICALS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACCENTIA BIOPHARMACEUTICALS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), Accentia Biopharmaceuticals, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: This Corporation is named Accentia Biopharmaceuticals, Inc. and was originally incorporated in the State of Florida on March 26, 2002 under the name Accentia, Inc., and these Articles of Amendment shall amend the Amended and Restated Articles of Incorporation filed with the State of Florida on February 11, 2005 (the "Amended and Restated Articles of Incorporation").

SECOND: These Articles of Amendment have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Articles of Amendment contain amendments that require shareholder approval. The amendments were approved by the shareholders of the Corporation pursuant to a written consent dated as of May 5, 2005, and the votes cast for the amendment by the shareholders were sufficient for approval.

THIRD: The Amended and Restated Articles of Incorporation are hereby amended by deleting Section 1(d)(i) of Article IV thereof in its entirety and replacing it with the following:

"(i) Voluntary and Automatic Conversion. Each holder of outstanding shares of Series E Convertible Preferred Stock shall have the right at any time to convert all of that holders (this conversion right requires the conversion of all shares of Series E Convertible Preferred Stock owned or controlled by the converting party) outstanding shares of Series E Convertible Preferred Stock into that number of shares of fully paid and non-assessable Common Stock such that each share of Series E Convertible Preferred Stock shall represent one millionth percent of the number of Fully Diluted Common Shares of the Corporation outstanding at the time of the conversion (including the shares issuable pursuant to the conversion). For example, five million (5,000,000) shares of Series E Convertible Preferred Stock would be convertible into 5% of the Fully Diluted Common Shares of the Corporation. "Fully Diluted Common Shares" shall mean the number of shares of Common Stock outstanding at the time of conversion giving effect to the assumed conversion or exercise into Common Stock of any and all then-outstanding options, warrants, preferred stock, convertible debt, or other rights to acquire capital stock of the Corporation, as if those securities or instruments were converted or exercised, as applicable, immediately before conversion of the shares of Series E Convertible Preferred Stock at their then-applicable conversion or exercise prices; provided, however, "Fully Diluted Common Shares" shall exclude: (A) shares issuable upon the exercise of any options or warrants that will and do expire unexercised on the date of conversion of the Series E Convertible Preferred Stock; (B) shares issuable pursuant to the following unvested stock options outstanding as of January 7, 2005 to the extent such options remain unvested on the date of conversion of the Series E shares: (i) options to purchase up to 1,600,000 shares of Series B Convertible Preferred Stock; (ii) options to purchase up to 35,271 shares of Series D Convertible Preferred Stock; and (iii) options to purchase up to 1,480,012 shares of Common Stock; and (C) shares issuable to Laurus Master Fund, Ltd. and/or its affiliates (collectively, "Laurus") pursuant to (i) the

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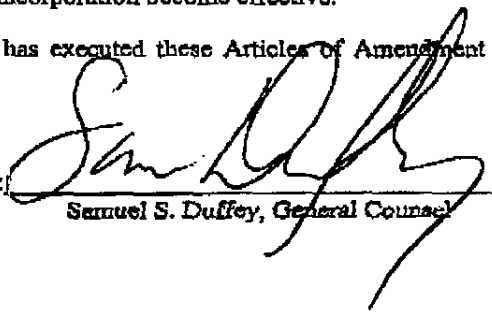
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Secured Convertible Term Note in the aggregate original principal amount of \$5,000,000, dated as of April 29, 2005, issued to Laurus; (ii) the Secured Convertible Minimum Borrowing Note, dated as of April 29, 2005, issued to Laurus; and (iii) the exercise of any warrants included in the Common Stock Purchase Warrant, dated April 29, 2005, issued to Laurus. "Fully Diluted Common Shares" shall specifically include any shares of Common Stock that will be issued on or before the closing of the Corporation's initial public offering in cancellation of Company indebtedness. Notwithstanding the foregoing, in the event that the aggregate value of the shares of Common Stock otherwise issuable upon a conversion determined in accordance with the preceding sentences is less than \$1.00 for each share of Series E Convertible Preferred Stock being converted, then the number of shares of Common Stock issuable upon conversion will be automatically increased (but not decreased) by that number of shares of Common Stock necessary to cause the total shares of Common Stock to be issued at conversion to have a minimum value equal to \$1.00 for each share of Series E Convertible Preferred Stock being converted. The value of the Common Stock, if automatic conversion is being effected pursuant to a Qualifying IPO (as defined below), shall be based on the IPO Offering Price or, if conversion is being effected other than as a result of a Qualifying IPO, then the value shall be based on appraisal value (as mutually agreed upon by the Board of Directors of the Corporation and at least two-thirds of the outstanding shares of Series E Convertible Preferred Stock). "IPO Offering Price" shall mean the initial public offering price per share for such stock in connection with a Qualifying IPO, as set forth in the final prospectus relating thereto. The holders of outstanding shares of Series D Convertible Preferred Stock shall have the right to convert each outstanding share of Series D Convertible Preferred Stock into 0.474 shares of fully paid and non-assessable Common Stock of the Corporation. The holders of outstanding shares of Series C Convertible Preferred Stock shall have the right to convert each outstanding share of Series C Convertible Preferred Stock into 0.415 shares of fully paid and non-assessable Common Stock of the Corporation. The holders of outstanding shares of Series B Convertible Preferred Stock shall have the right to convert each outstanding share of Series B Convertible Preferred Stock into 0.511 shares of fully paid and non-assessable Common Stock of the Corporation. The holders of outstanding shares of Series A Convertible Preferred Stock shall have the right to convert each one (1) share of Series A Convertible Preferred Stock into one (1) share of fully paid and non-assessable Common Stock of the Corporation. Notice of conversion must be in writing and delivered to the principal office of the Corporation. Such notice of conversion, once issued by the holder, shall be irrevocable. Notice of conversion may be issued at any time after the date on which these Amended and Restated Articles of Incorporation become effective."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 10th day of May, 2005.

By:


Samuel S. Duffey, General Counsel

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