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H07000073002 3

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GENEEX, INC.**

- No. 2492
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GeneEx, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Business Corporation Act"),

DOES HEREBY CERTIFY THAT:

FIRST. The name of this corporation is GeneEx, Inc. and the corporation was originally incorporated on May 29, 2002 pursuant to the Business Corporation Act.

SECOND. The following resolutions amending and restating the corporation's Articles of Incorporation were approved by the holders of a majority of the outstanding shares of Common Stock and Series A Preferred Stock, voting as separate classes, by written action in lieu of a meeting dated March 17, 2007, and by GeneEx, Inc.'s board of directors in a special meeting held on February 14, 2007, in accordance with the provisions of Sections 607.0704 and 607.0820 of the Business Corporation Act and notice has been given to the non-consenting stockholders in accordance with the provisions of Section 607.0704(3) of the Business Corporation Act. The number of votes cast by the holders of Common Stock and the holders of Series A Preferred Stock was sufficient for approval of GeneEx, Inc.'s Second Amended and Restated Articles of Incorporation.

RESOLVED, that the Amended and Restated Articles of Incorporation originally filed on September 15, 2003, as amended from time to time, are hereby amended and restated to read in their entirety as follows:

ARTICLE I

The name of this corporation is GeneEx, Inc. (the "Corporation").

ARTICLE II

The principal place of business and the mailing address of the Corporation is 601 West 20th St. Hialeah, Florida 33010.

ARTICLE III

The purpose of the Corporation is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

H07000073002 3

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H07000073002 3

ARTICLE IV

This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares of all classes of stock that the Corporation shall have authority to issue is 63,000,000 shares, consisting solely of 60,000,000 shares of common stock, no par value per share, and 3,000,000 shares of preferred stock, no par value per share, all of which shares of Preferred Stock are hereby designated as "Series A Preferred Stock" (the "Series A Preferred Stock").

The relative powers, preferences, and rights, and relative, participating, optional, or other special rights, and the qualifications, limitations, or restrictions thereof, granted to or imposed on the respective classes and series of the shares of capital stock or the holders thereof are as set forth below.

1. Dividends.

(a) General Obligation. The holders of the Series A Preferred Stock, shall be entitled to receive dividends (whether payable in cash, securities or other property), out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend on the Common Stock of this Corporation, at the rate of eight percent (8%) per annum. Such dividends shall not be cumulative and shall be paid only when and if declared by the Board of Directors of the Corporation. No dividend shall be paid on shares of Common Stock or other securities of this Corporation having dividend rights junior to the Series A Preferred Stock in any fiscal year unless the aforementioned preferential dividends have been paid in full.

(b) Participating Dividends. Following the payment of all dividends pursuant to Article IV Section 1(a), hereof, in the event additional funds are available for the payment of dividends and the Board of Directors of the Corporation declares or pays any dividends upon the Common Stock (whether payable in cash, securities or other property), the Board of Directors of the Corporation also shall declare and pay to the holders of Series A Preferred Stock at the same time that it declares and pays such dividends to the holders of Common Stock the dividends which would have been declared and paid with respect to the Common Stock issuable upon conversion of the Series A Preferred Stock, had all the outstanding shares of Series A Preferred Stock been converted at the then applicable conversion price for such shares immediately prior to the record date for such dividend, or if no record date is fixed, the date as of which the record holders of Common Stock entitled to receive such dividends is determined.

2. Liquidation Preference.

(a) Rights on Liquidation. In the event of any liquidation, sale, merger, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any junior securities and any distribution of any of the assets or surplus funds of the Corporation to the holders of Common Stock and any other series of Preferred Stock, an amount equal to the sum of \$0.08 per share for each share of Series A Preferred Stock then held by such holder plus all accrued or declared but unpaid dividends on such share (as adjusted for any stock dividends, combinations and splits with respect to such shares) (the "Series A Liquidation Preference"). If upon a Liquidation Event the assets and funds thus distributed among the holders of

H07000073002 3

the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive on a pari passu basis.

(b) Distribution of Remaining Assets. After payment to the holders of the Series A Preferred Stock of the amounts set forth in Section 2(a) above, the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed to the holders of Series A Preferred Stock, on an as-converted basis, and the holders of the Common Stock ratably based on the number of shares of Common Stock held by each. The holders of Series A Preferred Stock shall have the right to participate hereunder on an as-converted basis pursuant to this Section 2(b) until such time as each holder of Series A Preferred stock shall have received pursuant to this Section 2(b) three (3) times the amount of the Series A Liquidation Preference, after which time all remaining assets and funds of the Corporation legally available for distribution, if any, shall solely be distributed to the holders of Common Stock ratably based on the number of shares of Common Stock held by each.

(c) Certain Other Transactions.

(i) For purposes of this Section 2, a Liquidation Event shall be deemed to be occasioned by, or to include, (A) any transaction or series of transactions which results in the disposition to a single person or group of affiliated persons of greater than fifty percent (50%) of the voting power of the Corporation, (B) any acquisition of the Corporation effected by means of merger, consolidation, share exchange or other form of corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its affiliate, other than any such transaction undertaken solely for the purpose of reincorporating the Corporation in a different jurisdiction, or (C) a sale of all or substantially all of the assets of the Corporation.

(ii) In any of such events, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) if traded on a securities exchange or through the Nasdaq National Market (or a similar national quotation system), the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the thirty (30) day period ending three (3) days prior to the closing;

(2) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

(3) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors.

H07000073002 3

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

(iii) In the event the requirements of this subsection 2(c) are not complied with, the Corporation shall forthwith either:

(A) cause such closing to be postponed until such time as the requirements of this Section 2 have been complied with and/or such agreement has been reached; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in subsection 2(c)(iv) hereof.

(iv) The Corporation shall give each holder of record of Series A Preferred Stock written notice of such impending transaction not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein.

3. Voting Rights.

(a) Generally. Except as otherwise required by applicable law or as set forth herein, the shares of Series A Preferred Stock shall be voted equally with the shares of Common Stock (voting together with the shares of Common Stock as a single class with respect to all matters submitted to the holders of Common Stock) at any annual or special meeting of stockholders of the Corporation, or may act by written consent in the same manner as Common Stock, upon the following basis: each holder of one or more shares of Series A Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and to such number of votes for the shares of Series A Preferred Stock, as the case may be, held by such holder immediately after the close of business on the record date fixed for such meeting, or on the effective date of such written consent, as shall be equal to the number of whole shares of Common Stock into which all of his, her or its respective shares of Series A Preferred Stock are convertible immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula with respect to any holder of Series A Preferred Stock shall be rounded to the nearest whole number (with one-half rounded upward to one).

(b) Board of Directors. Subject to Article IV, the Board of Directors shall consist of no less than five (5) nor more than nine (9) members. The holders of Series A Preferred Stock shall be entitled to elect one (1) member of the Board of Directors at each meeting or pursuant to

H07000073002 3

H07000073002 3

each consent of the Corporation's shareholders for the election of directors. The holders of Series A Preferred Stock and the holders of Common Stock, shall be entitled together as one class, to elect one (1) member of the Board of Directors at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors. The holders of Common Stock, shall be entitled to nominate the remaining seven (7) members of the Board of Directors at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors, *provided, however*, that one of the persons nominated by the holders of Common Stock shall be subject to the approval of the holders of at least a majority of the shares of Series A Preferred Stock as set forth in Amendment No. 1 dated as of February 15, 2005 to the Investors Rights Agreement, dated September 15, 2003 by and among the Corporation and the individuals and entities listed on Schedule A thereto.

(c) Restrictions and Limitations. In addition to any other rights provided by law, and notwithstanding any provision in these Articles of Incorporation to the contrary, so long as at least five percent (5%) of the shares of Series A Preferred Stock issued as of the Original Series A Issue Date remain outstanding (including shares of Common Stock received upon conversion of such shares of Series A Preferred Stock, and subject to adjustment to reflect any subsequent stock splits, stock dividends, recapitalizations, combinations of shares or the like), the Corporation, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of the then-outstanding shares of Series A Preferred Stock will not:

(i) take any action that may alter or change the designations, powers, rights, preferences or privileges, or the qualifications, limitations or restrictions of the Series A Preferred Stock;

(ii) increase or decrease the authorized number of shares of Series A Preferred Stock, make any new issuance of shares of authorized but unissued Series A Preferred Stock for consideration other than as contemplated by Section 1.1(d) of the Series A Preferred Stock Purchase Agreement, dated September 15, 2003, by and between the Corporation and Synogen Investment Trust, LLC, or create or designate any other series of Preferred Stock;

(iii) authorize, issue, or become obligated to issue shares of any class or series of stock having any preference, priority, or parity as to dividends, assets or other rights (including without limitation, conversion and redemption) superior to or on a parity with any such preference or priority of the Series A Preferred Stock, or authorize, issue, or become obligated to issue shares of stock of any class or any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of the Corporation having any preference, priority or parity as to dividends, assets or other rights (including without limitation, conversion and redemption) superior to or on a parity with any such preference or priority of the Series A Preferred Stock;

(iv) effect any sale, lease, assignment, transfer, or other conveyance of all or substantially all of the assets of the Corporation or any of its subsidiaries, or any consolidation, merger, share exchange or other combination involving the Corporation or any of its subsidiaries, with any other entity in which more than fifty percent (50%) of the voting power of the Corporation would be disposed of or any reclassification or other change of any stock, or any recapitalization of the Corporation, other than any such transaction undertaken solely for the purpose of reincorporating the Corporation in a different jurisdiction;

H07000073002 3

(v) consent to or enter into any agreement for any liquidation, dissolution or winding up of the Corporation;

(vi) pay any dividend on, redeem or otherwise acquire any shares of Common Stock or series of Preferred Stock junior to or on parity with the Series A Preferred Stock (other than repurchase of Common Stock at cost in connection with termination of employment or service);

(vii) amend or waive any provision of these Articles of Incorporation relative to the Series A Preferred Stock in a manner which would adversely affect the Series A Preferred Stock;

(viii) change the authorized number of directors of the Corporation;

(ix) amend any employment agreement without the consent of the director elected by the holders of the Series A Preferred Stock; or

(x) incur any indebtedness for borrowed money or guarantee such indebtedness of another person or entity, issue or sell any debt securities or warrants or other rights to acquire any debt securities of the Corporation without the consent of the director elected by the holders of the Series A Preferred Stock.

4. **Conversion.** The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights");

(a) **Right to Convert.** Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for such stock. Each share of Series A Preferred Stock shall be converted into the number of fully paid and non-assessable shares of Common Stock as is determined by dividing the "Conversion Value" per share in effect for the Series A Preferred Stock, as the case may be, at the time of conversion by the "Conversion Price" per share for the Series A Preferred Stock. The number of shares of Common Stock into which each share of the Series A Preferred Stock is convertible is hereinafter collectively referred to as the "Conversion Rate." The initial Conversion Value per share of the Series A Preferred Stock shall be \$0.08. The initial Conversion Price of the Series A Preferred Stock shall be subject to adjustment as set forth in Section 4(d). Any accrued or declared but unpaid dividends on the shares of Series A Preferred Stock may at the option of the Corporation be paid in cash or be converted into the number of shares of Common Stock equal to the amount of the accrued or declared but unpaid dividends divided by the Conversion Price per share of Series A Preferred Stock.

(b) **Automatic Conversion.** Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then-effective Conversion Rate, (i) on the date specified by vote or written consent or agreement of holders of at least fifty percent (50%) of the then-outstanding shares of Series A Preferred Stock, or (ii) immediately upon the closing of the sale of the Corporation's Common Stock in a firm commitment, underwritten public offering registered under the Securities Act of 1933, as amended (the "Securities Act"), at a per share offering price of not less than \$4.00 (subject to adjustment for any stock dividends, combinations or splits), the aggregate gross proceeds to the Corporation (before deduction for underwriters' discounts and

H07000073002 3

expenses relating to the issuance) of which equal or exceed Twenty Million Dollars (\$20,000,000) (a "Qualified IPO").

(c) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. If the conversion is in connection with an underwritten offering of securities pursuant to the Securities Act or any Liquidation Event, the conversion may, at the option of any holder tendering shares of Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering or Liquidation Event, in which event the person(s) entitled to receive the Common Stock or other property, as the case may be, upon conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities or Liquidation Event. Notwithstanding that any certificate for Series A Preferred Stock to be converted in a mandatory conversion shall not have been surrendered as of the date fixed for conversion, each holder of Series A Preferred Stock shall thereafter be treated for all purposes as the record holder of the number of shares of Common Stock issuable to such holder upon conversion.

(d) Conversion Price Adjustments of Preferred Stock. The Conversion Price of the Preferred Stock shall be subject to adjustment from time to time as set forth below.

(i) Special Definitions. For purposes of this Section 4(d), the following definitions apply:

(1) "Additional Shares of Common Stock" shall mean,

(A) with respect to any adjustments required for the Series A Preferred Stock, all shares of Common Stock issued (or, pursuant to Section 4(d)(iv), deemed to be issued) by the Corporation after the Original Series A Issue Date, other than shares of Common Stock issued or issuable:

1) upon conversion of shares of Series A Preferred Stock;

2) shares of Common Stock to employees, consultants, officers or non-employee directors of the Corporation pursuant to stock option, stock purchase or stock bonus plans or agreements or other stock incentive plans or arrangements, on terms approved by the Board of Directors, including the director elected by the holders of the Series A Preferred Stock;

H07000073002 3

3) as a dividend or distribution to all holders of Series A Preferred Stock;

4) upon the issuance or exercise of warrants to banks and other similar financial institutions, equipment lessors, or other persons in similar commercial situations with the Corporation if such issuance is approved by the Board of Directors, including the director elected by the holders of Series A Preferred Stock;

5) in a Qualified IPO; or

6) for which adjustment of the Conversion Price is made pursuant to Section 4(e).

(1) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock and Preferred Stock) or other securities convertible into or exchangeable for Common Stock.

(2) "Original Series A Issue Date" shall mean September 15, 2003.

(3) "Options" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(ii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price for any share of Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the such Additional Shares of Common Stock are issued without consideration or the consideration per share (determined pursuant to Section 4(d)(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price for the Series A Preferred Stock in effect on the date of, and immediately prior to, such issue.

(iii) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. Unless otherwise agreed by the holders of not less than a majority of the then-outstanding shares of Series A Preferred Stock, in event the Corporation, after the Original Series A Issue Date, shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4(d)(iv)) without consideration or for a consideration per share less than the Conversion Price for the Series A Preferred Stock in effect on the date of, and immediately prior to such issue (such lower price per share, the "Dilutive Price"), then and in such event, the Conversion Price for the Series A Preferred Stock shall be automatically reduced, concurrently with such issue, to the Dilutive Price.

(iv) Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time, or from time to time, after the Original Series A Issue Date, shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of

H07000073002 3

Common Stock issued as of the time of such issuance or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) no further adjustments in the Conversion Price of the Preferred Stock shall be made upon the subsequent issuance of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price of the Preferred Stock computed upon the original issuance thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall affect Common Stock previously issued upon conversion of the Preferred Stock);

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price computed upon the original issuance thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(A) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issuance of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issuance of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(B) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issuance of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation (determined pursuant to Article II(C), Section 4(d)(v)) upon the issuance of the Convertible Securities with respect to which such Options were actually exercised;

(4) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (a) the Conversion Price on the original adjustment date, or (b) the Conversion Price that would have

H07000073002 3

resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date;

(5) in the case of any Options which expire by their terms not more than thirty (30) days after the date of issuance thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (3) above; and

(6) if any such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the Conversion Price which became effective on such record date shall be cancelled as of the close of business on such record date and shall instead be made on the actual date of issuance, if any.

(v) Determination of Consideration. For purposes of this Section 4(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and property. Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4(d)(iv), relating to Options and Convertible Securities shall be determined by dividing:

(A) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(B) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision

H07000073002 3

contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

(e) Adjustments to Conversion Price for Stock Dividends and for Combinations or Subdivisions of Common Stock. In the event that the Corporation at any time, or from time to time, after the Original Series A Issue Date shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price for the Series A Preferred Stock in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that this Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

(f) Adjustments for Reclassification and Reorganization. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section 4(e) above or a merger or other reorganization treated as a liquidation, dissolution or winding up of the Corporation under Section 2(c) above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock, or other securities or property, which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change.

(g) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(h) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate executed by the Corporation's Chief Executive Officer or Chief Financial Officer setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments,

H07000073002 3

(ii) the Conversion Price for the Series A Preferred Stock at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series A Preferred Stock

(i) Notices of Record Date. In the event that the Corporation shall propose at any time: (i) to declare any dividend or distribution upon its Common Stock (other than by purchase of shares of Common Stock of employees, officers or directors of, or consultants to, the Corporation pursuant to the termination of such person's status as such or pursuant to the Corporation's exercise of rights of first refusal with respect to its shares), whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any re-classification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge, consolidate or effect a share exchange or other combination with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of Series A Preferred Stock:

(1) at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(j) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on mandatory conversion of Preferred Stock pursuant hereto; *provided, however*, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(k) Reservation of Common Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these Articles of Incorporation.

(l) Fractional Shares. No fractional shares of Common Stock shall be issued upon the conversion of any share or shares of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion

H07000073002 3

would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

(m) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series A Preferred Stock, shall be deemed given if deposited in the United States mail, postage prepaid, or if sent by facsimile or delivered personally by hand or nationally recognized courier and addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation.

5. **Increasing Common Stock.** The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding plus the number of shares of Common Stock necessary to allow for the conversion or exercise of all convertible or exercisable securities of the Corporation then outstanding) by an affirmative vote of the holders of a majority of the voting stock of the Corporation voting together as one class.

6. **No Reissuance of Preferred Stock.** No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued as Preferred Stock and all such shares of such series shall be canceled and retired and returned to shares of undesignated Preferred Stock which the Corporation shall be authorized to issue subject to the terms herein.

7. **Amendments and Waivers.** Except as set forth herein, any amendment, waiver or action required or permitted under this Article IV with respect to the Preferred Stock shall become effective and binding upon all holders of Preferred Stock if the same is approved by the vote or written consent of the holders of a majority of the Preferred Stock then outstanding; *provided, however,* that no amendment may be made to Article IV Section 3 without the consent of the requisite holders of Preferred Stock as set forth therein.

ARTICLE V

The name and Florida Street address of the registered agent is Mead McCabe, Sr., 601 West 20th St. Hialeah, Florida 33010.

H07000073002 3

IN WITNESS WHEREOF, the corporation has caused this Second Amended and Restated Articles of Incorporation to be signed by Jack Wilkens, its Chief Executive Officer, on March 15, 2007.

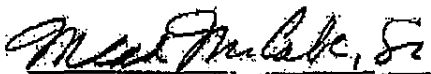
GENEEX, INC.

By: 

Name: Jack Wilkens

Title: Chief Executive Officer

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mead McCabe, Sr.
Registered Agent

Dated: March 15, 2007