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Amend CC  
@ 2/4/11



GeneEx<sup>™</sup>  
INCORPORATED

February 2, 2011

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: GeneEx, Inc.  
Ref. # P02000059422

To whom it may concern:

Attached is our amendment to our Article of Incorporations and a check in the amount of \$43.75 to cover the fee to file the amendment and one (1) certified copy of the document.

Should you have any questions, or need additional information, please do not hesitate to contact me.

Sincerely,

Sandra Chiong  
Office Manager  
GeneEx, Inc.

SA/

Enclosures

FIRST ARTICLES OF AMENDMENT  
TO THE  
THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GENEEX, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The amendments to the Third Amended and Restated Articles of Incorporation, filed November 2, 2009, are as follows:

1. ARTICLE IV, Section 1, Authorized Capital, shall be deleted and replaced in its entirety as follows:

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 530,390,015 shares, no par value per share, consisting of (i) 315,000,000 shares of Common Stock, no par value per share (the "Common Stock") and (ii) 215,390,015 shares of Preferred Stock, no par value per share (the "Preferred Stock").

2. ARTICLE VI, Section 2, Terms of the Common Stock, shall be deleted and replaced in its entirety as follows:

The shares of Common Stock shall consist of a single class which shall be designated Common Stock and consist of 315,000,000 shares. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

3. ARTICLE VI, Section 3.1, Designation and Number, shall be deleted and replaced in its entirety as follows:

There are hereby designated two series of Preferred Stock to be known as "Series B Preferred Stock" and "Series C Preferred Stock". The number of shares constituting the Series B Preferred Stock shall be 75,390,015. The number of shares constituting the Series C Preferred Stock shall be 140,000,000.

4. ARTICLE IV, Section 3.3(b)(ii) shall be deleted in its entirety and replaced as follows:

For so long as the holders of Series C Preferred Stock beneficially own at least ten percent (10%) of the Common Stock of the Corporation on a fully diluted, as-if converted basis, the holders of Series C Preferred Stock shall be entitled to vote as a class to elect four (4) persons to the Corporation's Board of Directors. Provided however, for so long as the Purchasers, under the Series C Preferred Stock Purchase Agreement dated November 2, 2009, are holders beneficially of at least ten (10%) of the Common Stock of the Corporation on a fully diluted, as-if converted based, such Purchasers shall be entitled to elect two (2) of the four (4) persons Series C Directors, as that term is defined below. The persons elected to be directors by the holders of Series C Preferred Stock pursuant to this Section 3.3(b)(ii) shall be referred to as the "Series C Directors". Except as required by law, or as otherwise set forth herein, the affirmative vote or consent of a simple majority of the holders of Series C Preferred Stock shall be necessary and sufficient to make such election.

5. ARTICLE IV, Section 3.3(c), Restrictions and Limitations, shall be deleted in its entirety and replaced as follows:

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 the holders of Series C Preferred Stock issued as of the Initial Closing (as that term is defined in the Series C Preferred Stock Purchase Agreement dated November 2, 2009) maintain at least ten percent (10%) of the Common Stock of the Corporation on a fully diluted, as-if converted (including shares of Common Stock received upon conversion of such shares of Series C 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 C Preferred Stock, including the affirmative vote or written consent of the Purchasers under the Series C Preferred Stock Purchase Agreement dated November 2, 2009, will not:

(i) take or agree to take any action (whether by merger, consolidation, reorganization or otherwise) which may impair the Corporation's ability to honor the rights and preferences of the Series C Preferred Stock,

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

(iii) consummate a Liquidation Event (as defined in Subsections 3.5(i) and (ix) below);

(iv) consummate the acquisition of or making of an investment in another entity or its assets;

(v) increase or decrease the authorized number of shares of Preferred Stock or create or designate any other series of Preferred Stock;

(vi) 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 C Preferred Stock other than as contemplated by Sections 1.2 or 1.3 of the Series C Preferred Stock Purchase Agreement, dated November 2, 2009 by and between the Corporation, Falcon Value Fund, LLC and other Purchasers identified therein;

(vii) authorize or 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;

(viii) establish or acquire a subsidiary;

(ix) terminate or amend any employment agreement or other compensation arrangement for any senior management employee (the Corporation's chief executive officer or its equivalent and his or her direct reports but excluding any clerical or administrative personnel who may report to the Corporation's chief executive officer or its equivalent );

(x) establish or change the dividend policy of the Corporation other than as described in these Articles of Incorporation;

(xi) approve a stock option plan for the Corporation or an increase in the size of the stock option pool or amount of restricted stock available for issuance under such plan;

(xii) 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 C Preferred Stock (other than repurchase of Common Stock at cost in connection with termination of employment or service);

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

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

(xv) incur any indebtedness for borrowed money or guarantee such indebtedness of another person or entity, in any case in excess of \$100,000; or

(xvi) take or agree to take any action with respect to a public offering other than a Qualified IPO.

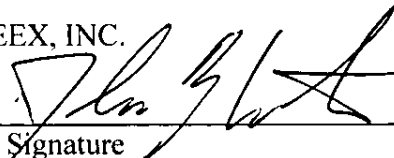
6. ARTICLE IV, Section 5, Series C Preferred Stock Redemption Rights, shall be deleted in its entirety and replaced as follows:

Series C Preferred Stock Redemption Rights. Upon a vote or consent of the holders of a majority of the Series C Preferred Stock, the Corporation will redeem one hundred percent (100%) of the Series C Preferred Stock in August of 2016 at a redemption price per share equal to the greater of (i) Two and 40/100 times the Original Series C Price (subject to adjustment to reflect any subsequent stock splits, stock dividends, recapitalizations, combinations of shares or the like) plus any accrued but unpaid Accruing Dividends on such share of Series C Preferred Stock; or (ii) One and 20/100 times the then current fair market value of the Series C Preferred Stock ("Series C Preferred Stock Redemption Rights"). The Series C Preferred Stock Redemption Rights will have priority over those of any other Stock.

SECOND: The foregoing amendment of the Third Amended and Restated Articles of Incorporation was adopted on the 26th day of October 2010, by the Board of Directors of the Corporation, and was approved by written consent of the shareholders of the Corporation on the 14th day of December 2010, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these First Articles of Amendment to the Third Amended and Restated Articles of Incorporation on this 31<sup>st</sup> day of December 2010, and does hereby certify that the facts stated herein are true and correct.

GENEEX, INC.

  
Signature

By: John B. Wilkens

Print Name

Its: Chief Executive Officer

Print Title