

P030000034470

Florida Department of State
Division of Corporations
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.

((H12000067888 3)))



H120000678883ABC7

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) 617-6380

From: Account Name : ROBIN & REYES, P.A.
Account Number : I20000000155
Phone : (561) 620-0656
Fax Number : (561) 620-0657

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
OXIRA MEDICAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	14
Estimated Charge	\$35.00

Amended And Restated Act.

Electronic Filing Menu

Corporate Filing Menu

Help

MAR 15 2012
T. ROBERTS

3/14/2012 4:18 PM

FILED
12 MAR 14 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
12 MAR 14 AM 8:47
TALLAHASSEE, FLORIDA

H12000067888 3

FILED

12 MAR 14 AM 10:24

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OXIRA MEDICAL, INC.
(a Florida corporation)

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Oxira Medical, Inc., a Florida corporation (the "Corporation") adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation is Oxira Medical, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address and mailing address of the Corporation's principal office is:

5355 Town Center Road, Suite 204
Boca Raton, Florida, 33486

ARTICLE III - PURPOSE

The Corporation, through its officers, employees and agents, shall be authorized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 30,000,000 shares, consisting of: (a) 20,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"); and 10,000,000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), including 1,020,000 shares designated as Series A Preferred Stock (the "Series A Preferred Stock"), 2,000,000 shares designated as Series B Preferred Stock (the "Series B Preferred Stock") and 6,980,000 shares designated as Series C Preferred Stock (the "Series C Preferred Stock").

A. Common Stock.

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any

H12000067888 3

class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of Corporation.

3. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends (payable in cash, stock or otherwise) as the Board of Directors may from time to time determine, payable to shareholders of record on such date or dates as shall be fixed for such purpose by the Board of Directors in accordance with the Florida Business Corporation Act.

4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

B. Preferred Stock

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

112000067888 3

H12000067888.3

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange maybe made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other rights or limitations with respect to any class or series as the Board of Directors may deem advisable.

3. The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

4. Series A Preferred Stock. Each share of Series A Preferred Stock shall rank equally in all respects and shall be subject to the following provisions:

(a) *Rank*. The Series A Preferred Stock shall, with respect to rights on liquidation, dissolution and winding up, rank (i) senior to all classes of the Company's Common Stock, and to each other class of capital stock of the Company or series of Preferred Stock of the Company established hereafter by the Board of Directors of the Company, the terms of which do not expressly provide that it ranks senior to, or on a parity with, the Series A Preferred Stock as to rights on liquidation, winding-up and

H12000067888.3

H12000067888 3

dissolution of the Company (the securities in this clause (i) collectively referred to as "Junior Securities"); and (ii) on a parity with each other class of capital stock of the Company or series of Preferred Stock of the Company established hereafter by the Board of Directors of the Company, the terms of which expressly provide that such class or series will rank on a parity with the Series A Preferred Stock as to rights on liquidation, winding-up and dissolution (the securities in this clause (iii) collectively referred to as "Parity Securities"). The respective definitions of Junior Securities and Parity Securities shall also include any rights or options exercisable for or convertible into any of the Junior Securities and Parity Securities, as the case may be.

(b) *Dividends.* The Series A Preferred Stock shall not be entitled to receive or be paid dividends unless specifically authorized by the Board of Directors of the Company.

(c) *Liquidation Preference.* (i) In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any payment or distribution of the assets of the Company (whether capital or surplus) shall be made to or set apart for the holders of Junior Securities, the holder of each share of Series A Preferred Stock shall be entitled to receive an amount per share equal to One Dollar (\$1.00) per share, and such holders shall not be entitled to any further payment. If, upon any liquidation, dissolution or winding up of the Company, the assets of the Company, or proceeds thereof, distributable among the holders of the shares of Series A Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any Parity Securities, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Series A Preferred Stock and any such Parity Securities ratably in accordance with the respective amounts that would be payable on such shares of Series A Preferred Stock and any such Parity Securities if all amounts payable thereon were paid in full. Solely for the purposes of this paragraph (c), neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Company nor the consolidation or merger of the Company with or into one or more other entities shall be deemed to be a liquidation, dissolution or winding-up of the Company.

(ii) Subject to the rights of the holders of any Parity Securities, after payment shall have been made in full to the holders of the Series A Preferred Stock, as provided in this paragraph (c), any other series or class or classes of Junior Securities shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed to holders of capital stock of the Company, and the holders of the Series A Preferred Stock shall not be entitled to share therein.

(d) *Redemption Rights.* The Series A Preferred Stock will not be subject to any right of redemption by the Company or the Holders of Series A Preferred Stock.

(e) *Conversion.* (i) Mandatory Conversion. If the Company's Common Stock is listed on a national securities exchange, Nasdaq or the over-the-counter bulletin

H12000067888 3

H12000067888 3

board, and the closing price of the Common Stock is equal to or greater than \$1.50 for five consecutive trading days, then if any of the Series A Preferred Stock is outstanding, each share of outstanding Series A Preferred Stock shall convert into one (1) share of Common Stock. Any such conversion shall be deemed to have been effected, without further action by any party, immediately after the close of business on the first business day after the condition set forth in the immediately preceding paragraph has been satisfied. The shares of Common Stock issuable upon mandatory conversion will be issued to the record holders of the Series A Preferred Stock.

(ii) Conversion at the Option of the Holder. Subject to the provisions of this paragraph (e), each holder of shares of Series A Preferred Stock shall have the right, at any time and from time to time, at such holder's option, to convert all but not part of its outstanding shares of Series A Preferred Stock, into one (1) fully paid and non-assessable share of Common Stock for each share of Series A Preferred Stock. In order to exercise the conversion privilege set forth in paragraph (e)(ii), the holder of the shares of Series A Preferred Stock to be converted shall surrender the certificate representing such shares at the office of the Company, with a written notice of election to convert completed and signed. A conversion pursuant to this paragraph (e)(ii) shall be deemed to have been effected immediately prior to the close of business on the date on which the certificates for shares of Series A Preferred Stock shall have been surrendered and such notice received by the Company as aforesaid. The shares of Common Stock issuable upon such conversion will be issued to the record holders of the Series A Preferred Stock. Effective upon such conversion, the shares of Series A Preferred Stock so converted shall no longer be deemed to be outstanding, and all rights of a holder with respect to such shares surrendered for conversion shall immediately terminate except the right to receive the Common Stock.

(iii) As promptly as practicable after the surrender by the holder of the certificates for shares of Series A Preferred Stock as aforesaid, the Company shall issue and shall deliver to such holder a certificate or certificates for the whole number of shares of Common Stock issuable upon the conversion of such shares. All shares of Common Stock delivered upon conversion of the Series A Preferred Stock will upon delivery be duly and validly issued and fully paid and non-assessable, free of all liens and charges and not subject to any preemptive rights.

(iv) The Company covenants that it will at all times reserve and keep available, free from preemptive rights, such number of its authorized but unissued shares of Common Stock as shall be required for the purpose of effecting conversion of the Series A Preferred Stock. Prior to the delivery of any securities which the Company shall be obligated to deliver upon conversion of the Series A Preferred Stock, the Company shall endeavor to comply with all applicable federal and state laws and regulations which require action to be taken by the Company

(v) The Company will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series A Preferred Stock pursuant hereto.

H12000067888 3

(vi) In connection with the conversion of any shares of Series A Preferred Stock, no fractional shares of Common Stock shall be issued, but in lieu thereof the Company shall round up any fractional shares to the nearest whole number of shares of Common Stock.

(vii) Upon conversion of the shares of Series A Preferred Stock, the shares so converted will be canceled and returned to the status of authorized but un-issued shares of Preferred Stock.

(f) *Voting Rights.* (i) Except as otherwise provided in paragraph (f)(ii) or as required by law, each holder of Series A Preferred Stock shall be entitled to vote on all matters and shall be entitled to one vote per share of Series A Preferred Stock. Except as otherwise expressly provided herein or as required by law, the holders of shares of Series A Preferred Stock and Common Stock shall vote together as a single class on all matters.

(ii) In addition, so long as any of the Series A Preferred Stock is outstanding, the affirmative vote of the holders of a majority of the outstanding shares of Series A Preferred Stock, voting together as a single class, shall be necessary to: (A) amend, alter or repeal any provision of the Amended Articles of Incorporation (whether by amendment, merger or otherwise) or the Bylaws so as to adversely affect the preferences, rights or powers of the Series A Preferred Stock, including, without limitation, the voting powers and liquidation preference of the Series A Preferred Stock, or change the Series A Preferred Stock into any other securities, cash or other property or (B) create, authorize or issue any capital stock that ranks prior to the Series A Preferred Stock with respect to or upon liquidation, dissolution, winding up or otherwise. Except as otherwise required by law, the vote of holders of shares of Common Stock shall not be necessary to accomplish any of the actions contemplated by this paragraph (f)(ii).

5. Series B Preferred Stock. Each share of Series B Preferred Stock shall rank equally in all respects and shall be subject to the following provisions:

(a) *Rank.* The Series B Preferred Stock shall, with respect to rights on liquidation, dissolution and winding up, rank (i) junior to the Company's Series A Preferred Stock, (ii) senior to all classes of the Company's Common Stock, and to each other class of capital stock of the Company or series of Preferred Stock of the Company established hereafter by the Board of Directors of the Company, the terms of which do not expressly provide that it ranks senior to, or on a parity with, the Series B Preferred Stock as to rights on liquidation, winding-up and dissolution of the Company (the securities in this clause (ii) collectively referred to as "**Junior-to-B Securities**"); and (iii) on a parity with each other class of capital stock of the Company or series of Preferred Stock of the Company established hereafter by the Board of Directors of the Company, the terms of which expressly provide that such class or series will rank on a parity with the Series B Preferred Stock as to rights on liquidation, winding-up and dissolution (the securities in this clause (iii) collectively referred to as "**Parity-to-B Securities**"). The respective definitions of Junior-to-B Securities and Parity-to-B Securities shall also

H12000067888 3

H12000067888 3

include any rights or options exercisable for or convertible into any of the Junior-to-B Securities and Parity-to-B Securities, as the case may be.

(b) *Dividends.* The Series B Preferred Stock shall not be entitled to receive or be paid dividends unless specifically authorized by the Board of Directors of the Company.

(c) *Liquidation Preference.* (i) In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any payment or distribution of the assets of the Company (whether capital or surplus) shall be made to or set apart for the holders of Junior-to-B Securities, the holder of each share of Series B Preferred Stock shall be entitled to receive an amount per share equal to One Dollar (\$1.55) per share, and such holders shall not be entitled to any further payment. If, upon any liquidation, dissolution or winding up of the Company, the assets of the Company, or proceeds thereof, distributable among the holders of the shares of Series B Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any Parity-to-B Securities, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Series B Preferred Stock and any such Parity-to-B Securities ratably in accordance with the respective amounts that would be payable on such shares of Series B Preferred Stock and any such Parity-to-B Securities if all amounts payable thereon were paid in full. Solely for the purposes of this paragraph (c), neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Company nor the consolidation or merger of the Company with or into one or more other entities shall be deemed to be a liquidation, dissolution or winding-up of the Company.

(ii) Subject to the rights of the holders of any Parity-to-B Securities, after payment shall have been made in full to the holders of the Series B Preferred Stock, as provided in this paragraph (c), any other series or class or classes of Junior-to-B Securities shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed to holders of capital stock of the Company, and the holders of the Series B Preferred Stock shall not be entitled to share therein.

(d) *Redemption Rights.* The Series B Preferred Stock will not be subject to any right of redemption by the Company or the Holders of Series B Preferred Stock.

(c) *Conversion.* (i) Mandatory Conversion. If the Company's Common Stock is listed on a national securities exchange, Nasdaq or the over-the-counter bulletin board, and the closing price of the Common Stock is equal to or greater than \$1.50 for five consecutive trading days, then if any of the Series B Preferred Stock is outstanding, each share of outstanding Series B Preferred Stock shall convert into one (1) share of Common Stock. Any such conversion shall be deemed to have been effected, without further action by any party, immediately after the close of business on the first business day after the condition set forth in the immediately preceding paragraph has been

H12000067888 3

H12000067888 3

satisfied. The shares of Common Stock issuable upon mandatory conversion will be issued to the record holders of the Series B Preferred Stock.

(ii) Conversion at the Option of the Holder. Subject to the provisions of this paragraph (e), each holder of shares of Series B Preferred Stock shall have the right, at any time and from time to time, at such holder's option, to convert all but not part of its outstanding shares of Series B Preferred Stock, into one (1) fully paid and non-assessable share of Common Stock for each share of Series B Preferred Stock. In order to exercise the conversion privilege set forth in paragraph (c)(ii), the holder of the shares of Series B Preferred Stock to be converted shall surrender the certificate representing such shares at the office of the Company, with a written notice of election to convert completed and signed. A conversion pursuant to this paragraph (c)(ii) shall be deemed to have been effected immediately prior to the close of business on the date on which the certificates for shares of Series B Preferred Stock shall have been surrendered and such notice received by the Company as aforesaid. The shares of Common Stock issuable upon such conversion will be issued to the record holders of the Series B Preferred Stock. Effective upon such conversion, the shares of Series B Preferred Stock so converted shall no longer be deemed to be outstanding, and all rights of a holder with respect to such shares surrendered for conversion shall immediately terminate except the right to receive the Common Stock.

(iii) As promptly as practicable after the surrender by the holder of the certificates for shares of Series B Preferred Stock as aforesaid, the Company shall issue and shall deliver to such holder a certificate or certificates for the whole number of shares of Common Stock issuable upon the conversion of such shares. All shares of Common Stock delivered upon conversion of the Series B Preferred Stock will upon delivery be duly and validly issued and fully paid and non-assessable, free of all liens and charges and not subject to any preemptive rights.

(iv) The Company covenants that it will at all times reserve and keep available, free from preemptive rights, such number of its authorized but unissued shares of Common Stock as shall be required for the purpose of effecting conversion of the Series B Preferred Stock. Prior to the delivery of any securities which the Company shall be obligated to deliver upon conversion of the Series B Preferred Stock, the Company shall endeavor to comply with all applicable federal and state laws and regulations which require action to be taken by the Company

(v) The Company will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series B Preferred Stock pursuant hereto.

(vi) In connection with the conversion of any shares of Series B Preferred Stock, no fractional shares of Common Stock shall be issued, but in lieu thereof the Company shall round up any fractional shares to the nearest whole number of shares of Common Stock.

H12000067888 3

H12000067888 3

(vii) Upon conversion of the shares of Series B Preferred Stock, the shares so converted will be canceled and returned to the status of authorized but unissued shares of Preferred Stock.

(f) *Voting Rights.* (i) Except as otherwise provided in paragraph (f)(ii) or as required by law, each holder of Series B Preferred Stock shall be entitled to vote on all matters and shall be entitled to one vote per share of Series B Preferred Stock. Except as otherwise expressly provided herein or as required by law, the holders of shares of Series B Preferred Stock and Common Stock shall vote together as a single class on all matters.

(ii) In addition, so long as any of the Series B Preferred Stock is outstanding, the affirmative vote of the holders of a majority of the outstanding shares of Series B Preferred Stock, voting together as a single class, shall be necessary to: (A) amend, alter or repeal any provision of the Amended Articles of Incorporation (whether by amendment, merger or otherwise) or the Bylaws so as to adversely affect the preferences, rights or powers of the Series B Preferred Stock, including, without limitation, the voting powers and liquidation preference of the Series B Preferred Stock, or change the Series B Preferred Stock into any other securities, cash or other property or (B) create, authorize or issue any capital stock that ranks prior to the Series B Preferred Stock with respect to or upon liquidation, dissolution, winding up or otherwise. Except as otherwise required by law, the vote of holders of shares of Common Stock shall not be necessary to accomplish any of the actions contemplated by this paragraph (f)(ii).

6. Series C Preferred Stock. Each share of Series C Preferred Stock shall rank equally in all respects and shall be subject to the following provisions:

(a) *Rank.* The Series C Preferred Stock shall, with respect to rights on liquidation, dissolution and winding up, rank (i) senior to all classes of the Company's Common Stock, and to each other class of capital stock of the Company or series of Preferred Stock of the Company established hereafter by the Board of Directors of the Company, the terms of which do not expressly provide that it ranks senior to, or on a parity with, the Series C Preferred Stock as to rights on liquidation, winding-up and dissolution of the Company (the securities in this clause (i) collectively referred to as "**Junior-to-C Securities**"); and (ii) on a parity with each other class of capital stock of the Company or series of Preferred Stock of the Company established hereafter by the Board of Directors of the Company, the terms of which expressly provide that such class or series will rank on a parity with the Series C Preferred Stock as to rights on liquidation, winding-up and dissolution (the securities in this clause (ii) collectively referred to as "**Parity-to-C Securities**"). The respective definitions of Junior-to-C Securities and Parity-to-C Securities shall also include any rights or options exercisable for or convertible into any of the Junior-to-C Securities and Parity-to-C Securities, as the case may be.

(b) *Dividends.* The Series C Preferred Stock shall not be entitled to receive or be paid dividends unless specifically authorized by the Board of Directors of the Company.

H12000067888 3

H12000067888 3

(c) *Liquidation Preference.* (i) In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any payment or distribution of the assets of the Company (whether capital or surplus) shall be made to or set apart for the holders of Junior-to-C Securities, the holder of each share of Series C Preferred Stock shall be entitled to receive an amount per share equal to One Dollar (\$1.55) per share, and such holders shall not be entitled to any further payment. If, upon any liquidation, dissolution or winding up of the Company, the assets of the Company, or proceeds thereof, distributable among the holders of the shares of Series C Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any Parity-to-C Securities, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Series C Preferred Stock and any such Parity-to-C Securities ratably in accordance with the respective amounts that would be payable on such shares of Series C Preferred Stock and any such Parity-to-C Securities if all amounts payable thereon were paid in full. Solely for the purposes of this paragraph I, neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Company nor the consolidation or merger of the Company with or into one or more other entities shall be deemed to be a liquidation, dissolution or winding-up of the Company.

(ii) Subject to the rights of the holders of any Parity-to-C Securities, after payment shall have been made in full to the holders of the Series C Preferred Stock, as provided in this paragraph I, any other series or class or classes of Junior-to-C Securities shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed to holders of capital stock of the Company, and the holders of the Series C Preferred Stock shall not be entitled to share therein.

(d) *Redemption Rights.* The Series C Preferred Stock will not be subject to any right of redemption by the Company or the Holders of Series C Preferred Stock.

(c) *Conversion.* (i) Mandatory Conversion. If the Company's Common Stock is listed on a national securities exchange, Nasdaq or the over-the-counter bulletin board, and the closing price of the Common Stock is equal to or greater than \$1.50 for five consecutive trading days, then if any of the Series C Preferred Stock is outstanding, each share of outstanding Series C Preferred Stock shall convert into one (1) share of Common Stock. Any such conversion shall be deemed to have been effected, without further action by any party, immediately after the close of business on the first business day after the condition set forth in the immediately preceding paragraph has been satisfied. The shares of Common Stock issuable upon mandatory conversion will be issued to the record holders of the Series C Preferred Stock.

(ii) Conversion at the Option of the Holder. Subject to the provisions of this paragraph (e), each holder of shares of Series C Preferred Stock shall have the right, at any time and from time to time, at such holder's option, to convert all but not part of its outstanding shares of Series C Preferred Stock, into one (1) fully paid and

H12000067888 3

non-assessable share of Common Stock for each share of Series C Preferred Stock. In order to exercise the conversion privilege set forth in paragraph (c)(ii), the holder of the shares of Series C Preferred Stock to be converted shall surrender the certificate representing such shares at the office of the Company, with a written notice of election to convert completed and signed. A conversion pursuant to this paragraph (c)(ii) shall be deemed to have been effected immediately prior to the close of business on the date on which the certificates for shares of Series C Preferred Stock shall have been surrendered and such notice received by the Company as aforesaid. The shares of Common Stock issuable upon such conversion will be issued to the record holders of the Series C Preferred Stock. Effective upon such conversion, the shares of Series C Preferred Stock so converted shall no longer be deemed to be outstanding, and all rights of a holder with respect to such shares surrendered for conversion shall immediately terminate except the right to receive the Common Stock.

(iii) As promptly as practicable after the surrender by the holder of the certificates for shares of Series C Preferred Stock as aforesaid, the Company shall issue and shall deliver to such holder a certificate or certificates for the whole number of shares of Common Stock issuable upon the conversion of such shares. All shares of Common Stock delivered upon conversion of the Series C Preferred Stock will upon delivery be duly and validly issued and fully paid and non-assessable, free of all liens and charges and not subject to any preemptive rights.

(iv) The Company covenants that it will at all times reserve and keep available, free from preemptive rights, such number of its authorized but unissued shares of Common Stock as shall be required for the purpose of effecting conversion of the Series C Preferred Stock. Prior to the delivery of any securities which the Company shall be obligated to deliver upon conversion of the Series C Preferred Stock, the Company shall endeavor to comply with all applicable federal and state laws and regulations which require action to be taken by the Company

(v) The Company will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series C Preferred Stock pursuant hereto.

(vi) In connection with the conversion of any shares of Series C Preferred Stock, no fractional shares of Common Stock shall be issued, but in lieu thereof the Company shall round up any fractional shares to the nearest whole number of shares of Common Stock.

(vii) Upon conversion of the shares of Series C Preferred Stock, the shares so converted will be canceled and returned to the status of authorized but unissued shares of Preferred Stock.

(f) *Voting Rights.* (i) Except as otherwise provided in paragraph (d)(ii) or as required by law, each holder of Series C Preferred Stock shall be entitled to vote on all matters and shall be entitled to one vote per share of Series C Preferred Stock. Except as

H12000067888 3

H12000067888 3

otherwise expressly provided herein or as required by law, the holders of shares of Series C Preferred Stock and Common Stock shall vote together as a single class on all matters.

(ii) In addition, so long as any of the Series C Preferred Stock is outstanding, the affirmative vote of the holders of a majority of the outstanding shares of Series C Preferred Stock, voting together as a single class, shall be necessary to: (A) amend, alter or repeal any provision of the Amended Articles of Incorporation (whether by amendment, merger or otherwise) or the Bylaws so as to adversely affect the preferences, rights or powers of the Series C Preferred Stock, including, without limitation, the voting powers and liquidation preference of the Series C Preferred Stock, or change the Series C Preferred Stock into any other securities, cash or other property or (B) create, authorize or issue any capital stock that ranks prior to the Series C Preferred Stock with respect to or upon liquidation, dissolution, winding up or otherwise. Except as otherwise required by law, the vote of holders of shares of Common Stock shall not be necessary to accomplish any of the actions contemplated by this paragraph (ii).

ARTICLE V – REGISTERED AGENT

The Corporation's Registered Agent and Registered Office in the State of Florida shall be:

Tobin & Reyes, P.A.
5355 Town Center Road, Suite 204
Boca Raton, Florida 33486

ARTICLE VI – BOARD OF DIRECTORS

The Corporation's board of directors shall consist of not fewer than one (1) or more than nine (9) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII – CALL OF SPECIAL SHAREHOLDERS MEETING

Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of the shareholders of the Corporation unless (in addition to any other requirements of law) (1) the holders of not less than fifty (50) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (2) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board, or (b) the Corporation's Chairman of the Board or Chief Executive Officer. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

H12000067888 3

H12000067888 3

ARTICLE VIII - LIMITATION OF LIABILITY

To the fullest extent permitted under the Florida Business Corporation Act and other applicable law, no Director of this Corporation shall be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the law of the Corporation's state of incorporation is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of this Corporation shall be eliminated or limited to the fullest extent then permitted. No repeal or modification of this Article shall adversely affect any right of, or protection afforded to, a Director of the Corporation existing immediately prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of **OXIRA MEDICAL, INC.** this 27th day of February, 2012.

OXIRA MEDICAL, INC.

By: 
Todd F. Davenport
President and CEO

H12000067888 3

1112000067888 3

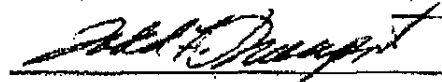
CERTIFICATE

The undersigned does hereby certify that:

(1) The Board of Directors of Oxira Medical, Inc., a Florida corporation (the "Corporation"), acting by Unanimous Written Consent pursuant to Section 607.0821 of the Florida Business Corporation Act, proposed and recommended to the Shareholders for approval, an amendment and restatement of the Articles of Incorporation of the Corporation in the form of the Amended and Restated Articles of Incorporation attached hereto (the "Amendment"); and

(2) The holders of a majority of the issued and outstanding shares of the Corporation entitled to vote on the Amendment, acting without a meeting pursuant to Section 706.0704 of the Florida Business Corporation Act, voted in favor of the Amendment. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

(3) The Amendment was adopted as of February 27, 2012.



Todd Davenport, President and CEO

Date: 2/27/12

1112000067888 3