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BASIC AMENDMENT
APOLLO PHARMACEUTICAL, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
APOLLO PHARMACEUTICAL, INC.

A. Amendment.

Article V, Capital Stock, of the Articles of Incorporation, as amended, of Apollo Pharmaceutical, Inc., a Florida corporation (Document Number P96000071872) is hereby amended to read in its entirety as follows:

**ARTICLE V
CAPITAL STOCK**

1. Authorized Capital Generally.

This Corporation is authorized to issue FIFTY MILLION (50,000,000) shares of capital stock, divided into thirty million (30,000,000) shares of common stock, par value one cent (1¢) each (the "Common Stock"), and TWENTY MILLION shares of preferred stock, par value fifty cents (50¢) each (the "Preferred Stock"). The shares of the Preferred Stock may be issued in series. FIVE MILLION (5,000,000) SHARES of the authorized shares of Preferred Stock are designated as Series A Preferred Stock (the "Series A Preferred Stock"). Subject to these Articles of Incorporation, except for the preferences, limitations, and relative rights of the Series A Preferred Stock, as specified in these Articles of Incorporation, the Board of Directors, within the limits prescribed law, may determine the preferences, limitations, and relative rights of each additional series, if any, of the Preferred Stock, except that no such additional series of Preferred Stock shall have dividend preference(s), liquidating preference(s) or other special rights on a parity with or superior to the Series A Preferred Stock or that would adversely affect the Series A Preferred Stock, unless such action by the Board of Directors is approved by the affirmative vote, consent or approval of the holders of more than fifty percent (50%) of then outstanding shares of the Series A Preferred Stock.

2. Provisions Relating to Common Stock.

The Common Stock shall have the following rights and privileges.

2.1. Voting.

Except as otherwise provided in these Articles of Incorporation or prescribed by law, and subject to the rights of the Series A Preferred Stock, the holders of shares of Common Stock shall be entitled to vote on all matters at all meetings (or consents in lieu of meetings) of the stockholders. Each holder of shares of Common Stock shall be entitled to one (1) vote for each share of Common Stock entitled to vote at such meeting, voting together with the holders of the Preferred Stock who are entitled to vote, all as set forth in section 3.1.

2.2. Dividends.

Subject to the preferential, and participating, dividend rights, if any, applicable to any series of Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive dividends when, as, and if declared by the Board of Directors.

2.3. Liquidation Rights.

Subject to the preferential liquidation rights applicable to the Series A Preferred Stock, and any other series of Preferred Stock, in the event of any voluntary or

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involuntary liquidation, dissolution or winding up of, or any distribution of the assets of, the Corporation, the holders of shares of the Common Stock shall be entitled to receive all of the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares of the Common Stock held by them.

3. Provisions Relating to Series A Preferred Stock.

The preferences, limitations, and relative rights of the Series A Preferred Stock are:

3.1. Voting Rights.

On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as otherwise prescribed by law or these Articles of Incorporation, holders of Series A Preferred Stock shall vote together as a single voting group with the holders of Common Stock, and with the holders of any other series of Preferred Stock. The term "voting group," as used in these Articles of Incorporation, means a "voting group" as defined by §607.01401(31), Florida Statutes, and connotes all shares of one (1) or more classes or series that pursuant to these Articles of Incorporation or the Florida Business Corporation Act are entitled to vote and be counted together collectively on a matter at a meeting of shareholders or of the holders of shares of such series or class, including, but not being limited to, taking action by written consent. As provided by §607.01401(31), Florida Statutes, all shares entitled by these Articles of Incorporation or the Florida Business Corporation Act to vote generally on the matter are for that purpose a separate voting group.

3.2. Special Voting Requirement.

The vote or written consent of the holders of not less than a majority of the outstanding shares of Series A Preferred Stock, voting as a separate voting group, shall be necessary for effecting or validating any of the following:

(a) Any authorization or designation, whether by reclassification or otherwise, of any new class or series of stock or any other security convertible into an equity security of the Corporation ranking senior to the Series A Preferred Stock in right of redemption, liquidation preference, voting, dividends or other rights or privileges;

(b) A sale, lease or other disposition of all or substantially all of the Corporation's assets (an "Asset Transfer");

(c) A consolidation or merger of the Corporation with or into any other Person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than fifty percent (50%) of the voting power of the surviving or acquiring entity immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions in which fifty percent (50%) or more of the Corporation's voting power is transferred (an "Acquisition"); or

(d) Any alteration or change in the voting power, preferences or other special rights or privileges, qualifications, limitations or restrictions of the Series A Preferred Stock.

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(e) Issuance of shares of the Series A Preferred Stock after the date (the "Original Series A Issue Date") of the first issuance of a share of the Series A Preferred Stock.

3.3. Liquidation Rights.

The Preferred Stock shall have the following liquidation rights:

3.3.1. Liquidation Preference.

Upon any liquidation or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment is made to the holders of any other class or series of stock of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive a liquidation preference (the "Liquidation Preference") for each share of Series A Preferred Stock in an amount equal to the greater of: (i) two (2) times the original issue price for the Series A Preferred Stock (as equitably adjusted for any stock splits, stock dividends, recapitalizations or the like) or (ii) the amount the holders of the Series A Preferred Stock would be entitled to receive upon liquidation or winding up of the Corporation if all outstanding shares of the Series A Preferred Stock were converted into Common Stock immediately prior to the record date for the making of such distribution.

3.3.2. Distribution of Remaining Assets.

After payment in full of the Liquidation Preference to the holders of the Series A Preferred Stock, the remaining assets, if any, of the Corporation legally available for distribution shall be distributed ratably to the holders of the Common Stock.

3.3.3. Allocation in the Event of a Deficiency.

If, upon any liquidation or winding up of this Corporation, the Corporation's assets that are legally available for distribution are insufficient to make payment in full of the Liquidation Preference to all holders of Series A Preferred Stock, then the assets legally available for distribution shall be distributed among the holders of Series A Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

3.3.4. Deemed Liquidation Event.

The following events shall be deemed to be a liquidation of the Corporation for purposes of section 3.3:

(a) A merger or consolidation in which—

(i) the Corporation is a constituent party or

(ii) a subsidiary corporation of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except, in either such event, any such merger or consolidation involving the Corporation or its subsidiary corporation in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted or exchanged for shares of capital stock which represent, immediately following such merger or consolidation at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation. For this purpose, all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such merger or consolidation or upon conversion of Convertible Securities outstanding immediately prior to such

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merger or consolidation shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding shares of Common Stock are converted or exchanged); or

(b) The sale, lease, transfer or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary corporation of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, except where such sale, lease, transfer or other disposition is to a wholly owned subsidiary of the Corporation; or

(c) The Bankruptcy of the Corporation.

3.4. Conversion Rights.

At any time, and from time to time, prior to the occurrence of a Mandatory Conversion Event, at the option of the holder, all or any part of the shares of the Series A Preferred Stock issued in the name of such holder may be converted into fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled to receive upon conversion shall be the product obtained by multiplying the number of shares of Series A Preferred Stock being converted by the Series A Conversion Rate then in effect as determined by application of the following provisions:

3.4.1. Series A Conversion Rate.

The conversion rate for the Series A Preferred Stock (the "Series A Conversion Rate") in effect at the time of conversion of the Series A Preferred Stock shall be the quotient obtained by dividing the original issue price (*i.e.*, the price received by the Corporation on original issuance) for the Series A Preferred Stock being converted by the Series A Conversion Price as then in effect.

3.4.2. Series A Conversion Price.

Initially, the conversion price for each share of Series A Preferred Stock (the "Series A Conversion Price") shall be fifty cents (50¢) per share but shall be subject to adjustment, from time to time, as provided in section 3.4.3 of this Article V.

3.4.3. Adjustment of Series A Conversion Price.

The Series A Conversion Price shall be subject to adjustment as provided in this section 3.4.3. All references in these Articles of Incorporation to the Series A Conversion Price shall mean the Series A Conversion Price as adjusted pursuant to this section 3.4.3, as in effect at the time.

• **Issuance of Securities For Less Than Conversion Price.**

If, after the Original Series A Issue Date, the Corporation makes an original issuance or in accordance with this section 3.4.3 of this Article V is deemed to have made an original issuance of any shares of its Common Stock, other than pursuant to a Permitted Issuance (as defined in section 9.8 of this Article V), without consideration or for a consideration per share having a fair market value less than the Conversion Price in effect immediately prior to such issuance, the Conversion Price as then in effect shall, upon such issuance, be reduced to the amount determined by dividing (a) the sum of (i) the product derived by multiplying the Conversion Price as in effect immediately prior to such issuance by the number of shares of Common Stock outstanding, and deemed outstanding pursuant to this section 3.4.3, immediately prior to such issuance, plus (ii) the fair market value of the consideration, if

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any, received or deemed, pursuant to this section 3.4.3, to have been received by the Corporation upon such issuance, by (b) the number of shares of Common Stock outstanding, and deemed outstanding pursuant to this section 3.4.3, immediately after such issuance.

- *Issuance of Convertible Securities.*

If, after the Original Series A Issue Date, the Corporation makes an original issuance of any Convertible Securities and the price per share for which Common Stock is issuable upon conversion or exchange thereof is less than the Conversion Price in effect immediately prior to such original issuance, the maximum number of shares of Common Stock issuable upon conversion or exchange of those Convertible Securities shall be deemed to have been issued by the Corporation, and shall be deemed to be outstanding, at the time of such original issuance of such Convertible Securities for such price per share; provided, however, that if those Convertible Securities are subject to a provision that provides for the issuance of additional securities upon the occurrence of a future event, no adjustment will be made to the Conversion Price in relation to such additional securities until the occurrence of such event if, as of the issue date, the likelihood of the happening of the future event is remote. For the purposes of this section, the price per share for which Common Stock is issuable shall be the price determined by dividing (i) the fair market value of the consideration received or receivable by the Corporation for the issuance of those Convertible Securities, plus the fair market value of the minimum amount of additional consideration, if any, payable to the Corporation upon the conversion or exchange thereof, by (ii) the total number of shares of Common Stock issuable upon the conversion or exchange of those Convertible Securities. No further adjustment of the Conversion Price shall be made upon issuance of Common Stock upon the conversion or exchange of those Convertible Securities.

- *Issuance of Rights or Options.*

If, after the Original Series A Issue Date, the Corporation grants any Options and the price per share for which Common Stock is issuable upon the exercise of such Options or upon conversion or exchange of any Convertible Securities issuable upon exercise of such Options is less than the Conversion Price in effect immediately prior to the granting of such Options, the total number of shares of Common Stock issuable upon the exercise of such Options, and upon conversion or exchange of all Convertible Securities issuable upon the exercise of such Options, shall be deemed to have been issued by the Corporation, and shall be deemed to be outstanding, upon the granting of such Options for a consideration equal to such price per share. For purposes of this section, the price per share for which Common Stock is issuable shall be determined by dividing (i) the fair market value of the consideration, if any, received or receivable by the Corporation as consideration for the granting of such Options, plus the fair market value of the minimum amount of additional consideration payable to the Corporation upon exercise of such Options, plus in the case of Options which relate to Convertible Securities, the fair market value of the minimum amount of additional consideration, if any, payable to the Corporation upon the issuance of such Convertible Securities and the conversion or exchange thereof, by (ii) the total number of shares of Common Stock issuable upon the exercise of such Options or upon the conversion or exchange of such Convertible Securities issuable upon the exercise of such Options. No further adjustment to the Conversion Price shall be made upon the actual issuance of any Convertible Securities upon the exercise of such Options or upon the

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actual issuance of Common Stock upon the exercise of those Options or the conversion or exchange of the Convertible Securities issued pursuant to those Options.

- *Change in Option Price or Conversion Rate.*

If after the date of grant or issuance the (i) purchase price provided for in any Options, (ii) additional consideration, if any, payable upon the conversion or exchange of any Convertible Securities or (iii) rate at which any Convertible Securities are convertible into or exchangeable for Common Stock, change, the Conversion Price in effect at the time of such change shall be immediately adjusted to the Conversion Price which would have been in effect at that time had such outstanding Options or Convertible Securities had incorporated such changed purchase price, additional consideration or conversion rate, as the case may be, at the time of the original grant or issuance.

- *Treatment of Expired Options and Unexercised Convertible Securities*

Upon the expiration of any Option or the termination of any right to convert or exchange any Convertible Security without the exercise of such Option or right, the Conversion Price then in effect shall be adjusted immediately to the Conversion Price that would have been in effect at that time if such Option or Convertible Security had not been issued.

- *Adjustment of Conversion Price for Stock Splits and Combinations.*

If the Corporation shall at any time, or from time to time, after the Original Series A Issue Date, effect a subdivision of the outstanding Common Stock without a corresponding subdivision of the Series A Preferred Stock, the Series A Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if the Corporation shall at any time, or from time to time, after the Original Series A Issue Date combine the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the Series A Preferred Stock, the Series A Conversion Price in effect immediately before the combination for the Series A Preferred Stock shall be proportionately increased. Any adjustment under this section shall become effective at the close of business on the date that the subdivision or combination becomes effective.

- *Adjustment of the Conversion Price for Common Stock Dividends and Distributions.*

If the Corporation at any time, or from time to time, after the Original Series A Issue Date, makes or fixes a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in shares of Common Stock, the Series A Conversion Price shall be decreased, as of the close of business on such record date, by multiplying the Series A Conversion Price by a fraction (i) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the close of business on such record date, and (ii) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid, or if such distribution is not fully made on the date fixed therefor, the Series A Conversion Price shall be recomputed accordingly as of the close of business on such record date and

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thereafter the Series A Conversion Price shall be adjusted pursuant to this section to reflect the actual payment of such dividend or distribution.

3.4.4. *Certificate of Adjustment.*

Upon the occurrence of each event that requires an adjustment of the Series A Conversion Price, the Corporation, at its expense, shall compute the adjustment and prepare a certificate outlining the adjustment, which shall describe in reasonable detail the facts upon which such adjustment is based, which shall be mailed, by first class mail, postage prepaid, to each registered holder of Series A Preferred Stock at the holder's address as reflected by the Corporation's books.

- *Adjustments to Consideration Upon Conversion.*

The consideration to be received by the holders of the Series A Preferred Stock upon any conversion into Common Stock shall be subject to adjustment as follows:

- *Adjustments for Stock Dividends and Distributions Payable in a Security Other Than Common Stock.*

If the Corporation at any time, or from time to time, after the Original Series A Issue Date, makes or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, the holders of the Series A Preferred Stock, upon any conversion of a share of Series A Preferred Stock, in addition to the shares of Common Stock that such holder is entitled to receive pursuant to this Article V upon such conversion, shall be entitled to receive the amount of other securities of the Corporation which that holder would have received had that share of Series A Preferred Stock been converted into Common Stock on the record date, and the holder had retained such securities for the entire period commencing on the record date and ending on the actual date of the conversion; subject, however, to such further adjustments, if any, that are required to be taken into account for such period pursuant to this Article V.

- *Adjustment for Reclassification, Exchange and Substitution.*

If at any time, or from time to time, after the Original Series A Issue Date, the Common Stock issuable upon the conversion of the Series A Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise, other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets which is expressly covered and provided for in another provision of this Article V, each holder of Series A Preferred Stock, upon conversion, shall have be entitled to receive for each share of Series A Preferred Stock so converted the kind and amount of stock and other securities and property that such holder would have received if that holder had converted that share of Series A Preferred Stock into Common Stock immediately prior to such recapitalization, reclassification or change and the holder had retained such securities for the entire period commencing on the date of such recapitalization, reclassification or change and ending on the actual date of the conversion; subject, however, to such further adjustments, if any, that are required to be taken into account for such period pursuant to this Article V.

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- *Reorganizations, Mergers, Consolidations or Sales of Assets.*

If at any time, or from time to time, after the Original Series A Issue Date, there is a capital reorganization of the Common Stock, other than a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares which is expressly covered and provided for in another provision of this Article V, each holder of the Series A Preferred Stock, upon conversion of a share of the Series A Preferred Stock into Common Stock, shall be entitled to receive for each share of Series A Preferred Stock so converted the kind and amount of stock and other securities and property that such holder would have received if that holder had converted that share of Series A Preferred Stock into Common Stock immediately prior to such capital reorganization and the holder had retained such securities for the entire period commencing on the date of capital reorganization and ending on the actual date of the conversion; subject, however, to such further adjustments, if any, that are required to be taken into account for such period pursuant to this Article V.

3.4.5. Exercise of Conversion Rights.

Prior to the occurrence of a Mandatory Conversion Event, each holder of shares of the Series A Preferred Stock who desires to convert a share of Series A Preferred Stock into shares of Common Stock pursuant to section 3.4 shall give written notice to the Corporation that such holder elects to convert such shares, stating the number of shares of Series A Preferred Stock being converted, and shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Series A Preferred Stock. Thereupon, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled, and shall promptly pay in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock any declared but unpaid dividends on the shares of Series A Preferred Stock being converted. Common Stock used to pay such dividends shall be valued at the fair market as of the date of the conversion, as determined in good faith by the Board of Directors. Such conversion shall be deemed to have been made at the close of business on the date of the surrender of the certificate representing the shares of Series A Preferred Stock to be converted, and the Person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on that date.

3.4.6. Fractional Shares.

No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one (1) share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share, and if, after aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value as of the date of the conversion as determined in good faith by the Board of Directors.

3.4.7. Automatic Conversion of Series A Preferred Stock.

Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock, based on the Series A Conversion Price, (a) at any time upon the affirmative vote or action of the Persons who are the holders of not less than seventy percent (70%) of the outstanding shares of Series A Preferred Stock,

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voting as a separate voting group, on the date that such vote or action is taken, or (b) immediately upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation in which the gross cash proceeds to the Corporation, before underwriting discounts, commissions and fees, are at least Ten Million Dollars (\$10,000,000) [each a "Mandatory Conversion Event"]. Upon the occurrence of such event, all outstanding shares of the Series A Preferred Stock shall be converted into Common Stock automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent but the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing the shares of Series A Preferred Stock are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement and provides security satisfactory to the Corporation to indemnify the Corporation from any loss that may be incurred by it in connection with such certificates. Upon surrender by a holder of the certificates for the shares of the Series A Preferred Stock at the office of the Corporation or any transfer agent for the Series A Preferred Stock, the Corporation shall issue and deliver to such holder at such office and in the holder's name as shown on the surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of Series A Preferred Stock surrendered are convertible, as determined as of the date of the automatic conversion pursuant to this section 3.4.7, and shall promptly pay to such holder in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock any declared but unpaid dividends payable on the shares of Series A Preferred Stock being converted. Common Stock used to pay such dividends shall be valued at the fair market as of the date of payment, as determined in good faith by the Board of Directors.

3.5. Redemption.

The Series A Preferred Stock shall be redeemable by the Corporation at any time and from time to time after four (4) years after the date of issuance by resolution of its Board of Directors, at the redemption price per share in an amount (the "Repurchase Amount") equal to two (2) times the original issue price paid for such share (as equitably adjusted for any stock splits, stock dividends, recapitalizations or the like), plus all accumulated but unpaid dividends payable on such share as determined as of the date fixed for redemption (the "Repurchase Date"), subject to the following provisions:

3.5.1. Partial Redemption.

If less than the entire number of outstanding shares of the Series A Preferred Stock is called for redemption by the Corporation, the shares to be redeemed shall be selected by lot in a manner determined by the Board of Directors.

3.5.2. Notice of Redemption.

Not less than ninety (90) days nor more than one hundred twenty (120) days prior to the Repurchase Date, a notice (the "Repurchase Notice") specifying the Repurchase Date and place of such redemption shall be given by certified mail, return receipt requested, postage prepaid, to the holders of record of the shares of the Series A Preferred Stock selected for redemption at their respective addresses as the same shall appear on the books of the Corporation.

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3.5.3. Exercise of Conversion Rights.

Prior to ninety (90) days after the date of delivery of the Repurchase Notice (the "Conversion Period"), any holder of shares of the Series A Preferred Stock which has been called for redemption may convert such shares into Common Stock in accordance with the conversion provisions set forth in section 3 of this Article V. Shares of the Series A Preferred Stock which are converted into Common Stock after the date of delivery of the Repurchase Notice and prior to expiration of the Conversion Period shall not be subject to the Repurchase Notice and shall not be subject to redemption pursuant to this section 3.5. Notwithstanding anything contained in this Article V to the contrary, on and after the expiration of the Conversion Period, shares of the Series A Preferred Stock that have been called for redemption shall have no conversion rights and shall not be convertible into shares of the Common Stock or other securities of the Corporation under this Article V.

3.5.4. Cessation of Rights as a Holder.

After the Repurchase Date, the shares of the Series A Preferred Stock called for redemption for which the holder shall have not elected to convert into Common Stock prior to the expiration of the Conversion Period shall cease to be outstanding and the holders of those shares shall cease to have rights as a shareholder, including voting and dividend rights, with respect to those shares, other than the right to receive the Repurchase Price for those shares on the Repurchase Date upon surrender (and endorsement if required by the Corporation) of the certificates evidencing such shares. The Corporation shall not be obligated to pay interest on the Repurchase Price if the holder fails to surrender those certificates to the Corporation on the Repurchase Date.

4. Notices of Certain Events and Record Dates.

Upon (i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Acquisition (as defined in section 3.2, or other capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any Asset Transfer (as defined in section 3.2), or any voluntary or involuntary liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series A Preferred Stock, at least twenty (20) days prior to the record date specified therein, a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (ii) the date on which any such acquisition, reorganization, reclassification, transfer, consolidation, merger, Acquisition, Asset Transfer, liquidation or winding up is expected to become effective, and (iii) the date, if any, that is to be fixed for determining the holders of record of Common Stock (or other securities) that shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such acquisition, reorganization, reclassification, transfer, consolidation, merger, Acquisition, Asset Transfer, liquidation or winding up.

5. Reservation of Common Stock Issuable upon Conversion.

The Corporation shall at all times keep available out of its authorized but unissued shares of Common Stock sufficient number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock. 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 Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its legal counsel, be necessary to increase its authorized but

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unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. No Reissuance of Series A Preferred Stock.

Shares of the Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion, or otherwise shall not be reissued by the Corporation as Series A Preferred Stock but those shares shall otherwise be considered authorized but issued shares of the Corporation authorized Preferred Stock.

7. Preemptive Rights.

Except for an Excluded Security, if the Corporation shall decide to issue any equity security, each holder of Common Stock, and each holder of Series A Preferred Stock, shall have the preemptive right to purchase that holder's pro rata share of such equity security. Each holder's pro rata share is equal to the number of shares of the Corporation's Common Stock (determined on a fully diluted basis) that the holder owns, or is deemed because of conversion rights to own, to the total number of shares of Common Stock outstanding, also determined on the same fully diluted basis, prior to the issuance of the proposed equity securities.

8. Notice.

Any notice required by the provisions of this Article shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient, or if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices to stockholders shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

9. Definitions.

The following capitalized, and uncapitalized terms, as the case may be, have the following meanings when used in this Article V:

9.1. Affiliate.

The terms "affiliate" or "affiliated" when used with respect to an affiliate of, or Person affiliated with, a specified Person, means a Person that directly, or indirectly through one (1) or more intermediaries, controls or is controlled by, or is under common control with, the Person specified.

9.2. Bankruptcy.

The term "Bankruptcy," as used in relation to a Person, means that Person (a) makes an assignment for the benefit of creditors; (b) files a voluntary petition in bankruptcy; (c) is adjudged a bankrupt or insolvent or has entered against that Person an order for any relief in any bankruptcy or insolvency proceeding; (d) files a petition or answer seeking for that Person any reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law, or regulation; (e) files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against that Person in any proceeding of this nature; or (f) seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of that Person or of all or any substantial part of that Person's properties; (g) when, one hundred twenty (120) days after the commencement of any proceeding against that Person seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law, or regulation, the proceeding has not

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been dismissed; (h) when, ninety (90) days after the appointment with or without that Person's consent or acquiescence of a trustee, receiver, or liquidator of the Person or of all or any substantial part of the Person's properties, the appointment has not been vacated or stayed; and (c) when, ninety (90) days after the expiration of any such stay, the appointment has not been vacated.

9.3. Control.

The term "control," including the terms "controlling," "controlled by," and "under common control with," means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract, family or business relationships or otherwise.

9.4. Convertible Securities.

The term "Convertible Securities" means any stock or securities directly or indirectly convertible into or exchangeable for Common Stock, including the Series A Preferred Stock.

9.5. Excluded Security.

The term "Excluded Security" means and refers to each of the following: (1) shares of Common Stock (including options, warrants or other rights) issued or to be issued to employees, officers or directors of, or consultants to, the Corporation and any of its subsidiaries pursuant to a stock purchase or stock option plan or similar arrangement approved by the Board of Directors, (2) shares issued for consideration other than cash in a merger, consolidation, acquisition or similar business combination, (3) shares of Common Stock issued in connection with a stock split, stock dividend, or recapitalization, (4) shares of Common Stock issued on conversion of any of the Series A Preferred Stock, (5) any equity securities issued by the Corporation pursuant to a registration statement filed under the Securities Act of 1933, as amended, (6) any equity securities issued by the Corporation after that date that the Corporation first files a registration statement under the Securities Act of 1933, as amended, which became effective, (7) any equity securities issued pursuant to any equipment leasing arrangement, or debt financing arrangement from a bank or similar financial institution when the issuance has been approved by the Board of Directors, and (8) any equity securities issued in connection with strategic transactions between the Corporation and other entities, including without limitation, joint ventures; manufacturing, marketing, and distribution arrangements; and technology transfer, and development arrangements, when the issuance has been approved by the Board of Directors.

9.6. Include(s) or Including.

The terms "include," "includes," and "including" each denote a partial definition, and are intended and should not be construed to be inclusive or to exclude other items embraced by the general word(s) in relation to which it is used or to limit the items embraced by those general word(s) to the items enumerated with the "include," "includes" or "including" expression, and when used in a definition shall not be deemed to exclude other things otherwise within the meaning of the term defined.

9.7. Options.

The term "Options" means any rights, warrants or options to subscribe for or purchase Common Stock or Convertible Securities.

9.8. Permitted Issuance.

The term "Permitted Issuance" means (i) any issuance of Common Stock upon conversion of any shares of the Series A Preferred Stock or upon exercise or

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conversion of any security issued in a Permitted Issuance, (ii) any issuance of warrants or similar rights to purchase equity securities of the Corporation in connection with a bona fide commercial loan, sale/lease-back or capitalized lease transaction between the Corporation and a Person who is not an officer, director or stockholder of the Corporation or an affiliate of the Corporation or an officer, director or stockholder of the Corporation, (iii) any issuance of a security in connection with the bona fide acquisition by the Corporation or its Subsidiaries of another business enterprise or the assets of another business enterprise, other than by reason of any transaction or series of related transactions that results in a change in control of the Corporation, and (iv) any issuance of a security to an officer, director, or employee of the Corporation or its Subsidiaries pursuant to a bona fide stock option, purchase or bonus plan approved in good faith by the Corporation's Board of Directors.

9.9. Person.

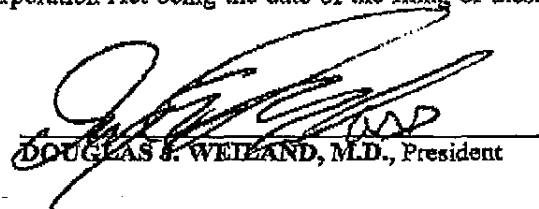
The term "Person" means and includes a natural person including a child; any corporation, trust, general or limited partnership, limited liability company, limited liability partnership, firm, company, trust, syndicate, unincorporated association, joint venture, group, association; the estate of an incompetent or deceased individual; an executor, administrator, guardian, conservator or other legal representative; a custodian, nominee or other individual or entity serving in a representative capacity; two (2) or more individuals having a joint or common economic interest, and all other groups and combinations; and any government or governmental department, agency or subdivision including authority, county, district, and municipality.

9.10. Subsidiary.

The term "Subsidiary," as used in relation to a Person, means a business enterprise controlled by that Person directly, or indirectly through one (1) or more intermediaries, including any business enterprise which is controlled by that Person through direct ownership of equity securities, beneficial interests or other proprietary or economic interests of such business enterprise or indirectly through the ownership of equity securities, beneficial interests or other proprietary or economic interests in one (1) or more other business enterprises or intermediaries that are connected with that Person by means of one (1) or more chains of business enterprises or intermediaries that are connected by ownership of equity securities, beneficial interests or other proprietary or economic interests.

B. These Articles of Amendment were duly approved by the Corporation's shareholders as of September 30, 2005. Two voting groups comprised of the holders of the Corporation's Common Stock, and holders of contractual rights to the Corporation's Series A Preferred Stock, respectively, were entitled to vote on the amendment. The number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of September 30, 2005, to reflect the agreements of the Corporation's shareholders as at March 31, 2005, but with the effective date for purposes of the Florida Business Corporation Act being the date of the filing of these Articles of Amendment.


DOUGLAS S. WEILAND, M.D., President

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