

Division of Corporations

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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

VAXCARE CORPORATION

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VAXCARE CORPORATION**

Pursuant to the provisions of Section 607.1005 and 607.1007 of the Florida Business Corporation Act, Vaxcare Corporation, a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation are being filed prior to the issuance of shares. The members of the Board of Directors approved such amendments by means of a unanimous written consent effective as of May 24, 2007.

The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VAXCARE CORPORATION**

ARTICLE I

The name of this Corporation is VAXCARE CORPORATION.

ARTICLE II

The purpose for which this Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 328 Crandon Blvd. Suite 225, Key Biscayne, FL 33149.

ARTICLE IV

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Fifty Thousand (50,000) having a par

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value of \$.01 per share, of which 25,000 are designated Class A Common Stock and 25,000 are designated Class B Common Stock.

Except with respect to the differences in voting rights between the shares of Class A Common Stock and Class B Common Stock, the Class A Common Stock and the Class B Common Stock shall be identical in all respects and shall have equal rights, preferences, limitations and privileges.

The shares of Class B Common Stock shall be the only voting shares of the Corporation, and the holders of such shares shall be entitled to one vote per share. Shares of Class A Common Stock shall be non-voting and shall have no voting power, except as provided by law. There shall be no cumulative voting in the election of directors.

ARTICLE V

The street address of the Corporation's registered office is, 328 Crandon Blvd. Suite 225, Key Biscayne, FL 33149, and the name of its registered agent at such office is John Crabtree.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time by the Board of Directors.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 24 day of May 2007.

VAXCARE CORPORATION

By:


Name: John Crabtree
Title: President

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