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CONSUMER HEALTH TECHNOLOGIES, INC.

ARTICLES OF AMENDMENT

Consumer Health Technologies, Inc., having its principal office in Fort Lauderdale, Broward County, Florida (hereinafter called the "Corporation"), hereby certifies to the Florida Department of State (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended as follows:

A. By adding the following in the first paragraph of Article FOURTH in the eleventh line thereof prior to the words "with the balance": "and 250,000 shares shall be designated as Series B Preferred Stock, par value \$0.0001 per share (the 'Series B Preferred Stock,'" and by deleting the number "19,222,000" as it currently appears in the twelfth line of that paragraph and by inserting in lieu thereof the number "18,972,000".

B. By adding the following NEW Section IV to Article FOURTH:

IV. SERIES B PREFERRED STOCK

1. *Description of Amount and Stated Value.* The Series B Preferred Stock is issuable solely in whole shares and shall entitle the holder thereof to exercise the voting rights, to participate in distributions and to have the benefits of all other rights of holders of the Series B Preferred Stock as set forth herein. The number of shares which shall constitute such series shall be 250,000 shares, par value \$0.0001 per share. The Series B Preferred Stock shall rank on parity with the Series A Preferred Stock and Series A-1 Preferred Stock and Series A-2 Preferred Stock and shall rank senior to all other shares of the Corporation with respect to liquidation rights. The issuance price of Series B Preferred Stock shall be \$1.50 per share (the "Original Series B Purchase Price") (such amount shall be adjusted appropriately for stock splits, stock dividends, recapitalizations and the like with respect to the Series B Preferred Stock). The issue date of the first share of Series B Preferred Stock by the Corporation shall hereinafter be referred to as the "Original Series B Issue Date".

2. *No Dividends.* No dividends shall be payable on the Series B Preferred Stock.

3. *Rights on Liquidation, Dissolution, or Winding up.*

3.1 In the event of any liquidation, dissolution or winding up of the Corporation, the holders of shares of the Series B Preferred Stock then issued and outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of the Common Stock or of shares of any other class or series of stock of the Corporation other than the Series A Preferred Stock and the as-if-converted to Common Stock of the Series A-1 and Series A-2 Preferred Stock, an amount equal to (a) One Million Dollars (\$1,000,000), if the signed contract value of top line annualized revenue from all outsourcing and administrative services contracts signed by the Corporation has increased by less than or equal to One Million Dollars (\$1,000,000) over such signed contracts as of June 30, 2010; or (b) One Million Five Hundred Thousand Dollars (\$1,500,000), if the signed contract value of top line annualized revenue from all outsourcing and administrative services contracts signed by the Corporation has increased by greater than One Million Dollars (\$1,000,000) but less than One Million Five Hundred Thousand Dollars (\$1,500,000) over such signed contracts as of June 30, 2010; or (c) Two Million Dollars (\$2,000,000) if the signed contract value of top line annualized revenue from all outsourcing and administrative services contracts signed by the Corporation has increased by at least Two Million Dollars (\$2,000,000) but less than Two Million Three Hundred and Thirty Thousand Dollars (\$2,330,000) over such signed contracts as of June 30, 2010; or (d) Two Million Three Hundred and Thirty Thousand Dollars (\$2,330,000) if the signed contract value of top line annualized revenue from all outsourcing and administrative services contracts signed by the Corporation has increased by at least Two Million Three Hundred and Thirty Thousand Dollars (\$2,330,000) over such signed contracts as of June 30, 2010. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of the A Preferred Stock and the Series B Preferred Stock (and the holders of shares of any subsequently authorized and issued series of preferred stock of the Corporation) the full amounts to which they shall respectively be entitled, the holders of shares of the A Preferred Stock and the Series B Preferred Stock shall receive all of the assets of the Corporation available for distribution and each such holder of shares of the A Preferred Stock and the Series B Preferred Stock shall share ratably in any distribution in the proportion which the amount payable to each such holder in respect of the shares of A Preferred Stock and the Series B Preferred Stock owned by him bears to the aggregate of all amounts payable to the holders of the A Preferred Stock and the Series B Preferred Stock. After payment shall have been made to the holders of shares of the A Preferred Stock and the Series B Preferred Stock of the full amount to which they shall be entitled, as aforesaid, the remaining assets and funds of the Corporation available for distribution to its stockholders shall be distributed among the holders of shares of Common Stock then

outstanding. The following events ("Liquidation Events") shall be considered a liquidation under this Section:

3.1.1 any consolidation or merger of the Corporation or its subsidiaries with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization own less than a majority of the Corporation's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Corporation is or its stockholders are a party in which 50% or more of the Corporation's outstanding voting power is transferred (an "Acquisition"); or

3.1.2 a sale, lease, license or other disposition of all or substantially all of the assets of the Corporation or its subsidiaries (an "Asset Transfer" and, together with an Acquisition, a "Liquidation Event").

3.2 In connection with any Liquidation Event which involves the payment of cash and non-cash consideration, the holders of Series B Preferred Stock shall, on the effective date of such Liquidation Event, be paid the amounts due to such holders in respect of their Series B Preferred Stock under Section 3.1 in the same combination and proportion of cash and such non-cash consideration as is payable to the holders of Common Stock, except as may be otherwise elected by the holders of a majority of the outstanding shares of Series B Preferred Stock. Any securities or other non-cash consideration to be delivered to the holders of the Series B Preferred Stock upon any Liquidation Event shall be valued as follows: (a) if traded on a national securities exchange or the NASDAQ National Market System, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the twenty (20) trading days preceding the consummation of such Liquidation Event or (b) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by resolution of the Board of Directors of the Corporation and the holders of a majority of the outstanding shares of Series B Preferred Stock.

3.3 Prior to the occurrence of any Liquidation Event, the Corporation will furnish each holder of shares of Series B Preferred Stock notice in accordance with Section 8 hereof, together with a certificate prepared by the chief financial officer of the Corporation describing in reasonable detail the facts of such Liquidation Event, stating in reasonable detail the amount per share of Series B Preferred Stock each holder of Series B Preferred Stock would receive pursuant to the provisions of Section 3.1 hereof and stating in reasonable detail the facts upon which such amount was determined and describing in reasonable detail all material terms of such Liquidation Event, including, without limitation, the consideration to be delivered in connection with such

Liquidation Event, the valuation of the Corporation at the time of such Liquidation Event and the identities of the parties to the Liquidation Event.

4. *Redemption*

4.1 *Redemption at the Option of the Corporation:* At the option of the Board of Directors, the whole or any part of the Series B Preferred Stock outstanding at any time may be redeemed at the per share amount obtained by dividing the greater of (a) \$1,500,000 or (b) the amount determined pursuant to the first sentence of Section 3.1, above, by the number of shares of Series B Preferred Stock that have been issued, upon not less than five (5) days previous notice given by mail to the holders of record of the Series B Preferred Stock. In the event that less than all of the outstanding Series B Preferred Stock is to be redeemed, the redemption may be effected by lot or pro rata or smallest holding(s) first, in such manner as may be prescribed by resolution of the Board of Directors. After any of the outstanding Series B Preferred Stock shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption shall have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the Corporation but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Series B Preferred Stockholders at their addresses recorded on the books of the Corporation and deposited in the United States mail.

4.2 *Redemption at the Option of the Holder:* The Series B Preferred Stock may not be redeemed at the option of the holder thereof. B Preferred Stock shall not be redeemable.

5. *Voting.* The holders of shares of Series B Preferred Stock shall not be entitled to vote except as required by applicable law.

6. *Preemptive Rights.* The holders of the shares of Series B Preferred Stock shall have no common law preemptive rights.

7. *Restrictions and Limitations.*

7.1 So long as any shares of Series B Preferred Stock are issued and outstanding, the Corporation shall not, without first having obtained the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series B Preferred Stock, amend the Articles of Incorporation (whether by merger, consolidation or otherwise) or the Bylaws of the Company to adversely affect the rights of the holders of Series B Preferred Stock; provided, however, that the

Corporation shall be entitled to designate one or more series of preferred stock senior to or on a parity with the Series B Preferred Stock.

7.2 Further, notwithstanding any provision to the contrary otherwise contained in the Corporation's Articles of Incorporation, the Corporation shall not, by amendment of its Articles of Incorporation or through any Liquidation Event or other reorganization, transfer of assets, consolidation, merger, liquidation, dissolution, issue or sale of securities, agreement or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed under the Articles of Incorporation by the Corporation but shall at all times in good faith assist in the carrying out of all the provisions set forth in the Articles of Incorporation and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the shares of Series B Preferred Stock against impairment. Any successor to the Corporation shall agree, as a condition to such succession, to carry out and observe the obligations of the Corporation under the Articles of Incorporation with respect to the shares of Series B Preferred Stock.

8. *Notices.* All notices and communications under this Article FOURTH, Section IV shall be in writing and shall be either delivered in person accompanied by a signed receipt therefor or mailed first-class United States certified mail, return receipt requested, postage prepaid, and addressed as follows: if to the Corporation, to the principal office of the Corporation as set forth in the Articles of Incorporation as now or hereafter amended, and, if to a stockholder, to the address of such stockholder as it appears in the books of the Corporation. Any notice or communication shall be deemed to be given and received as of the date of such delivery or mailing.

SECOND: The foregoing amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval, in accordance with Section 607.1006 of the Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by its duly authorized officer this 19th day of August, 2010.

CONSUMER HEALTH TECHNOLOGIES,
INC.

By:


Pradeep Goel, CEO