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**CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.**

**September 30, 2009**

Ronn Schuman, being the Chairman and President of Connectyx Technologies Holdings Group, Inc., a corporation duly organized under the Business Corporation Act of the State of Florida (the "Corporation"), hereby certifies that:

1. The name of the Corporation is Connectyx Technologies Holdings Group, Inc.
2. The Corporation was originally formed in the State of Florida effective October 30, 2007.
3. These Amended and Restated Articles of Incorporation (hereinafter, these "Restated Articles") restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation.
4. The terms and provisions of these Restated Articles were adopted and affirmatively approved by the members of the Board of Directors of the Corporation at a meeting held on Friday, September 30, 2009.
6. The terms and provisions of these Restated Articles were affirmatively approved by the holder of a majority of the issued and outstanding shares of all capital stock of the Corporation as of September 30, 2009. The number of votes cast pursuant to such consent was sufficient for approval of these Restated Articles. These Restated Articles shall be effective upon filing with the Department of State of the State of Florida.
7. Pursuant to Sections 607.1003 and 607.1007 of the Business Corporation Act of the State of Florida, the text of the Articles of Incorporation of the Corporation, as amended, are hereby amended and restated to read in their entirety as follows:

**ARTICLE I - NAME**

The name of this Corporation shall be **CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The Corporation's mailing address and the address of the Corporation's principal office is 3565 SW Corporate Parkway, Palm City, FL 34990.

**ARTICLE III - PURPOSE**

The purpose of this Corporation shall be to engage in any lawful activity or business for which corporations may be organized under the laws of the United States and the Business Corporation Act of the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue up to 500,000,000 shares of \$.001 par value Common Stock (the "Common Stock"), and 100,000,000 shares of \$.001 par value Preferred Stock (the "Preferred Stock") of which 33,029,750, shares of the Preferred Stock shall be designated as Series A Preferred Stock with the powers, preferences and rights, and qualifications, limitations or restrictions as set forth below in Section C.

##### **A. Common Stock**

Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of shareholders except as the right to exercise such vote may be limited by the provisions of this Amended and Restated Certificate of Incorporation or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to shareholders, and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares

##### **B. Preferred Stock**

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of each such series and to fix the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:

(1) the designation of such series, the number of shares to constitute such series and the stated value if different from the par value thereof;

(2) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;

(3) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;

(4) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(5) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(6) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be

applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relating to the operation thereof;

(7) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of Preferred Stock;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of Preferred Stock or of any other class; and

(10) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative.

#### **C. Series A Preferred Stock**

(1) **Designation.** The designation of the series of preferred stock created hereby shall be "Series A Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting the Series A Preferred Stock shall be Thirty Three Million Twenty Nine Thousand Seven Hundred Fifty shares (33,029,750), with a par value \$.001 per share ("Par Value"). Such number of shares may from time to time be decreased (but not below the number of shares of Series A Preferred Stock then outstanding) by the Board of Directors (or a duly authorized committee of the Board of Directors) by a certificate executed, acknowledged and filed with the Secretary of State of the State of Florida setting forth a statement that a specified decrease therein has been authorized and directed by a resolution duly adopted by the Board of Directors (or a duly authorized committee of the Board of Directors). In case the number of authorized shares of the Series A Preferred Stock shall be so decreased, the number of shares so specified in the certificate shall resume the status of authorized but unissued shares of preferred stock, undesignated as to series. Shares of Series A Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall be cancelled and shall revert to authorized but unissued shares of preferred stock, undesignated as to series.

(2) **Dividends.** The holders of the Series A Preferred shall not be entitled to receive dividends.

(3) **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series A Preferred Stock shall automatically convert their shares of Series A Preferred Stock into Common Stock at the rate provided for

in Section B(4)(a) herein and shall be entitled to receive any of the remaining net assets of the Corporation at the same rate as all of the other shares of Common Stock then outstanding.

(4) ***Conversion of Series A Preferred Stock.*** The Series A Preferred Stock, in the aggregate, shall be convertible into shares of the Corporation's Common Stock as set forth below.

(a) ***Conversion Rate.*** All of the shares of Series A Preferred Stock (the "Total Series A Shares") shall be convertible into thirty-five percent (35%) of the total issued and outstanding shares of Common Stock (the "Conversion Rate") without any additional consideration by the holder to effectuate the conversion.

(b) ***Voluntary Conversion.*** The holders of the Series A Preferred Stock shall have the right, at the Conversion Rate, to convert the Total Series A Shares at any time, in whole or in part, into shares of Common Stock. In order to convert the shares of Series A Preferred Stock into Common Stock, the holders shall surrender at the office of any transfer agent for the Corporation, a certificate(s) therefore, duly endorsed to the Corporation or in blank, and give written notice to the Corporation at said office that he or she elects to convert such shares as specified in the notice. Shares of the Series A Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the date of surrender of such shares for conversion, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time. In the event of a partial conversion of the Series A Preferred Stock, the number of shares of Common Stock issuable upon such conversion shall be determined on a pro rata basis, based on the percentage of the Total Shares of Series A Preferred Stock so converted.

(c) ***Mandatory Conversion.*** In the event that the Corporation shall be consolidated with or merged into any other corporation, the Series A Preferred Stock will automatically convert into shares of Common Stock at the Conversion Rate as part of the terms of such consolidation or merger so that any holder of Series A Preferred Stock may thereafter receive in lieu of Common Stock otherwise issuable to him/her upon conversion of his/her Series A Preferred Stock, but only in accordance with the Conversion Rate stated in this Section B(4), the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock.

(d) ***Additional Provisions Applicable to All Conversions.*** Any conversion of Series A Preferred Stock into Common Stock pursuant to this Section B(4) shall be subject to the following additional terms and provisions:

(i) The Corporation shall not be required to issue any fractions of shares of the Common Stock upon conversion of the Series A Preferred Stock into Common Stock.

(ii) In the event that the Corporation shall at any time subdivide or combine in a greater or lesser number of shares the outstanding shares of Common Stock, the conversion of the Series A Preferred Stock shall not be effected. Accordingly, the Series A Preferred Stock will convert at the Conversion Rate following any such subdivision or combination.

(iii) The holder of Series A Preferred Stock will not receive a distribution in the event that the Corporation shall at any time pay to the holders of its Common Stock a dividend in Common Stock or otherwise makes a distribution on the Common Stock until such a time when the Series A Preferred Stock have been converted into Common Stock.

(iv) As promptly as practicable after any conversion, the Corporation shall issue and deliver at said offices a certificate(s) for the number of full shares of the Common Stock issuable upon any such conversion, to the person(s) entitled to receive the same. The Corporation shall issue the certificate(s) for Common Stock in the name(s) so designated with such legends affixed or restrictions imposed as required by federal, state or jurisdictional securities laws as determined by legal counsel for the Corporation; provided that the Corporation is not advised by its counsel that the issuance of such certificate(s) would be in violation of federal, state or jurisdictional securities law.

(v) The issuance of certificates for shares of Common Stock upon conversion of any shares of the Series A Preferred Stock shall be made without charge for any tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record as the Series A Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

(5) ***Redemption of Series A Preferred Stock.*** The Series A Preferred Stock of any holder shall be redeemable, in whole or in part, at the option of the Corporation by resolution of the Board of Directors, from time to time and at any time, commencing any time after the date hereof. The redemption price for the Total Shares of Series A Preferred Stock shall be equal to the greater of: (i) forty five percent (45%) of the total market value of the Corporation (measured on the total issued and outstanding Common stock multiplied by the five day (5 day) average closing price), (ii) the book value as determined by a independent auditing firm or (iii) Five Million Dollars (\$5,000,000) in the aggregate (the "Redemption Price"). In the event of a partial redemption of the Series A Preferred Stock, the Redemption Price shall be paid on a pro rata basis, based on the percentage of the Total Shares of Series A Preferred Stock so redeemed.

(a) ***Notice of Redemption.*** The Corporation shall give notice of redemption (the "Redemption Notice") not less than twenty (20) nor more than sixty (60) calendar days prior to the date fixed for redemption of the Series A Preferred Stock or any part thereof. Such Redemption Notice shall specify the time and place thereof and shall be given by mail to each holder of record of shares of Series A Preferred Stock chosen for redemption at the address last shown on the records of the Corporation for such holder or given by such holder to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located. Any Redemption Notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder received the Redemption Notice.

(b) ***Conversion in Lieu of Redemption.*** Within fifteen (15) calendar days of the Corporation's first mailing of the Redemption Notice, the holder shall have the option of converting the shares being redeemed into Common Stock. The holder shall send written notice to the Corporation of such holder's intent to exercise this option by mail post-marked no later than the fifteenth (15th) calendar day after the Corporation first mailed the Redemption Notice.

(c) ***Termination of Rights.*** Upon such redemption date, or upon such earlier date as the Board of Directors shall designate for payment of the redemption price (unless the Corporation shall default in the payment of the redemption price as set forth in such notice), the holders of shares of Series A Preferred Stock selected for redemption to whom notice has been duly given and that have not converted as provided in Section B(5)(b) herein, shall cease to be

shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares except the right to receive the moneys payable upon such redemption from, the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

(6) **Ranking.** As long as any shares of the Series A Preferred Stock remain outstanding, the Corporation shall not, without obtaining the prior written consent of the holders of at least two-thirds in number of the shares of the Series A Preferred Stock then outstanding, create, authorize or issue any other class or series of capital stock of the Corporation, the terms of which provide that such class or series shall rank prior to the Series A Preferred Stock in respect to rights upon dissolution, liquidation or winding up of the Corporation; provided, however, the Corporation may at any time create, authorize or issue, without the consent of any of the holders of the Series A Preferred Stock, other classes or series of capital stock which rank junior to, or on parity with, the Series A Preferred Stock in respect to dissolution, liquidation or winding up of the Corporation.

(7) **Amendments to Designation.** This designation of the Series A Preferred Stock may be amended only upon both (i) the affirmative vote of not less than a majority of the holders of the shares of Series A Preferred Stock outstanding at the time such amendment is proposed, and (ii) the affirmative vote of not less than a majority of the directors of the Corporation then holding office and entitled to vote on such amendment.

(8) **General Voting Rights.** The holders of Series A Preferred Stock shall have ten to one voting rights (10:1) with the Common Stock for each issue that comes before the shareholders of the Corporation.

(9) **Certain Voting Rights.** So long as any share of Series A Preferred Stock remain outstanding, in addition to any other vote or consent of shareholders required by law or by the Articles of Incorporation, the vote or consent of the holders of at least 50.1% of the shares of Series A Preferred Stock at the time outstanding, voting together as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(a) **Changes Adversely Affecting Series A Preferred Stock.** Any amendment, alteration or repeal of any provision of these Restated Articles or Bylaws that would alter or change the voting powers, preferences or special rights of the Series A Preferred Stock so as to affect it adversely; *provided*, that the amendment of these Restated Articles so as to authorize or create, or to increase the authorized amount of, any Junior Stock (as defined below) or Parity Stock (as defined below) or any shares of any class or series of any securities convertible into shares of any class or series of Junior Stock or Parity Stock, shall not be deemed to affect adversely the voting powers, preferences or special rights of the Series A Preferred Stock;

(b) **Authorization of Senior Stock.** Any amendment or alteration of these Restated Articles to authorize or create, or increase the authorized amount of, any shares of any class or series or any securities convertible into shares of any class or series of capital stock of the Corporation ranking senior or prior to Series A Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation; or

(c) **Extraordinary Corporate Transactions.**

(i) Consummation of a binding share exchange or reclassification involving the Series A Preferred Stock or a merger or consolidation of the Corporation with another entity, unless in each case (i) shares of Series A Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (ii) such shares of Series A Preferred Stock remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole; *provided, however*, that any increase in the amount of the authorized or issued Series A Preferred Stock or authorized preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other Junior Stock and/or Parity Stock of the Corporation will not be deemed to adversely affect the special rights, preferences, privileges or voting powers of the Series A Preferred Stock.

(ii) If an amendment, alteration, repeal, share exchange, reclassification, merger or consolidation described above in subsection (c)(i) would adversely affect one or more but not all series of preferred stock (including the Series A Preferred Stock for this purpose), then only the series affected and entitled to vote shall vote as a class.

(iii) No vote or consent of the holders of Series A Preferred Stock shall be required pursuant to this subsection (c)(i) if, at or prior to the time when the act with respect to which such vote would otherwise be required, all outstanding shares of Series A Preferred Stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been set aside by the Corporation for the benefit of the holders of Series A Preferred Stock to effect such redemption.

For purposes of these Restated Articles, the following definitions shall apply:

**"Junior Stock"** means the Common Stock and any other class or series of stock of the Corporation hereafter authorized over which the Series A Preferred Stock has preference or priority either or both as to the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

**"Parity Stock"** means any class or series of stock of the Corporation hereafter authorized ranking equally with the Series A Preferred Stock as to both the payment of dividends and the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(d) **Changes for Clarification.** Without the consent of the holders of the Series A Preferred Stock, so long as such action does not adversely affect the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole, the Corporation may amend, alter, supplement or repeal any terms of the Series A Preferred Stock:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in these Restated Articles that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Series A Preferred Stock that is not inconsistent with the provisions of these Restated Articles.



**ARTICLE V – AMENDMENTS TO BYLAWS**

The Board of Directors of this Corporation is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation, or any provision thereof.

**ARTICLE VI – REGISTERED OFFICE AND AGENT**

The registered office of the Corporation in the State of Florida is located at 3565 SW Corporate Parkway, Palm City, FL 34990. The name of the registered agent at such address is Ronn Schuman.

**ARTICLE VII – TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VIII – DIRECTORS**

The Corporation's Board shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

**ARTICLE IX – LIMITATION ON DIRECTOR LIABILITY**

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, have the power to indemnify any and all directors, officers and agents of the Corporation.

**ARTICLE X – FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 of each calendar year during the term of its existence.

**ARTICLE XI – AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII – CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation as of the date first above written.



Name: Ronn Schuman

Title: Chairman and President