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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
8/2/11

CONNECTYX

July 19, 2011

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attn: Division of Corporations

Reference: Connectyx Technologies Holdings Group, Inc.

As a matter of record I have attached the Articles of Amendment to the "Second Amended and Restated Articles of Incorporation of Connectyx Technologies Holdings Group, Inc".

Please call me directly at 772-600-2580 if you should have any questions regarding this filing - update.

Very truly yours,



Ronn Schuman
President & CEO

~~2~~ check attached for certified copy

FILED

ARTICLES OF AMENDMENT
TO
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.

2011 AUG -1 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida statutes, the undersigned, being the President of, Connectyx Technologies Holdings Group, Inc. (the "Company") adopts the following amendments to its Second Amended and Restated Articles of Incorporation, as amended ("Articles of Incorporation").

1. Article II of the Seconded Amended and Restated Articles of Incorporation is hereby amended by deleting Article II in its entirety and replacing it with the following:

ARTICLE II
PRINCIPAL OFFICE

The Corporation's mailing address and the address of the Corporation's principal office is 850 NW Federal Highway, Suite 411 Stuart, Florida 34994.

2. Section 4.1(b) of the Second Amended and Restated Articles of Incorporation is hereby amended by deleting Paragraph 4.1 (b) of Article IV in its entirety and replacing it with the following new paragraph.

4.1 General:

(b) The Corporation shall have the authority to issue up to 200,000,000 shares of \$0.0001 par value Preferred Stock (the "Preferred Stock") of which Thirty Four Million One Hundred Nine Thousand Seven Hundred Fifty shares (34,100,750) 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 Article V, and Ten Million Shares (10,000,000) shall be designated as Series B Preferred Stock with the powers, preferences and rights, and qualifications, limitations or restrictions as set forth below in Article VI or as amended hereby.

3. Section 6.4 (a) of the Seconded Amended and Restated Articles of Incorporation is hereby amended by deleting Paragraph 6.4(a) of Article VI in its entirety and replacing it with the following new paragraph.

6.4 Conversion of Series B Preferred Stock. The Series B Preferred Stock shall be convertible into shares of Common Stock as follows:

(a) **Conversion Price** The Conversion price for the Series B Preferred Stock shall be equal to \$0.0075 per share (the "Conversion Price").

4. Section 6.4 (d)(ii) of the Seconded Amended and Restated Articles of Incorporation is hereby amended by deleting Paragraph 6.4(d)(ii) of Article VI in its entirety and replacing it with the following new paragraph.

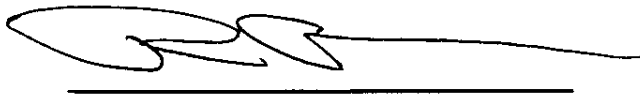
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(d)(ii) In the event that the Corporation shall at any time subdivide or combine in a greater or lesser number of shares the outstanding shares of Common Stock, the Conversion Price of the Series B Preferred Stock shall be adjusted accordingly.

5. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

6. The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders owning a majority of the Company's issued and outstanding shares of voting shares of common stock and a majority of the Company's issued and outstanding shares of voting shares held by the holders of the Series B Preferred Shares pursuant to a written consent of the shareholders of both the common shares and Series B preferred shares in lieu of a meeting on July 18, 2011. The number of votes cast by the shareholders owning the common shares and the Series B preferred shares for approval of the amendment was sufficient for approval.

IN WITNESS WHEREOF the undersigned hereby submits this Certificate of Amendment to the Articles of Incorporation and affirms the same as true under penalties of perjury this 18th day of July, 2011.

A handwritten signature in black ink, appearing to read 'Ronn Schuman', is written over a solid black horizontal line.

Ronn Schuman, CEO & President/Director