

11/30/2011

15:12 SHUMAKER, LOOP & KENDRICK

(FAX) 813 229 1660

P.001/005

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000281342 3)))



H110002813423ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jesquivel@slk-law.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC -1 PM 3:52

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HALTHION MEDICAL TECHNOLOGIES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Julie/KG

*Amend
CC
12/1/11*

RECEIVED

11 DEC -1 AM 8:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETED STATE
DIVISION OF CORPORATIONS
11 DEC - 1 PM 3:52
P.002005

ARTICLES OF AMENDMENT
TO
CERTIFICATE OF DESIGNATIONS OF
PREFERENCES, RIGHTS AND LIMITATIONS
OF
SERIES A CONVERTIBLE PREFERRED STOCK
OF
HALTHION MEDICAL TECHNOLOGIES, INC.

(P09000057120)

Halthion Medical Technologies, Inc., a corporation organized and existing under the laws of the State of Florida ("Corporation"), hereby certifies that, as of November 9, 2011, the holders of a majority of the Corporation's issued and outstanding shares of Common Stock and Series A Convertible Preferred Stock, voting together as a single class pursuant to the Corporation's Amended and Restated Articles of Incorporation (the "**Restated Articles**"), as amended by its Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock (the "**Certificate of Designations**"), and the holder of all of the Company's issued and outstanding Series A Convertible Preferred Stock voting separately as a separate class pursuant to the Certificate of Designations, based upon the recommendation of the Board of Directors of the Corporation (the "**Board of Directors**" or the "**Board**"), and in accordance with the provisions of the Corporation's bylaws, authorized these Articles of Amendment. The Corporation further certifies that the number of votes cast for these Articles of Amendment by the holders of its Common Stock and Series A Convertible Preferred Stock, voting together as a single class, and by the holders of its Series A Convertible Preferred Stock voting separately as a separate class, which are the two voting groups entitled to vote on these Articles of Amendment, are sufficient for approval of these Articles of Amendment. The Corporation hereby files these Articles of Amendment to its Certificate of Designations to amend the rights, preferences, privileges, powers and restrictions thereof, as follows:

Section 3 of the Certificate of Designations is hereby deleted in its entirety and replaced with the following:

"3. Voting.

a. Voting Rights. Except as otherwise provided herein or as otherwise required by law, each holder of the shares of Series A Convertible Preferred Stock shall have the right to the number of votes equal to (i) the number of Conversion Shares then issuable upon conversion of the Series A Convertible Preferred Stock held by such Holder plus (ii) the number of Warrant Shares (as defined in that certain Securities Purchase Agreement dated on or about November 30, 2011, by and between the Corporation and Vicis Capital Master Fund (as may be amended, amended and restated, modified or supplemented from time to time, the "Purchase Agreement")) such holder is entitled to purchase pursuant to the Warrants (as defined in the Purchase Agreement) issued and outstanding at such time in all matters as to which shareholders are required or permitted to vote, and with respect to such vote, such Holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision in these

H11000281342 3

Articles as amended hereby, to vote, together with the holders of Common Stock as a single class, with respect to any question upon which holders of Common Stock have the right to vote. To the extent permitted under applicable corporate law, but subject to Section 3(c) below, the Corporation's shareholders may take action by the affirmative vote of a majority of all shareholders of this Corporation entitled to vote on an action. *Without limiting the generality of the foregoing* the Corporation may take any of the actions by the affirmative vote of the holders of a majority of the Series A Convertible Preferred Stock and the Common Stock and other voting Common Stock Equivalents, voting together as one class, with each holder of Series A Convertible Preferred Stock having the number of votes set forth above.

b. The holders of shares of Series A Convertible Preferred Stock shall have the following special director election rights:

(i) Until the Termination Date, the holders of record of shares of Series A Convertible Preferred Stock voting together as a single class, to the exclusion of the holders of Common Stock, shall be entitled to elect, at the annual meeting or any special meeting called for such purpose or by written consent of the holders, by the affirmative vote of, or the consent of, the holders of a majority in interest of the Series A Convertible Preferred Stock, two directors to serve on the Board of Directors (each a "Preferred Stock Director"). Until the Termination Date, any Preferred Stock Director who shall have been elected pursuant to the provisions of this Section 3(b)(i) may be removed during such Preferred Stock Director's term of office, either with or without cause, only by the affirmative vote or consent of the holders of a majority in interest of the Series A Convertible Preferred Stock, to the exclusion of the holders of Common Stock. Any vacancy and any newly created directorships in a Preferred Stock Director seat may be filled only by the affirmative vote or consent of the holders of a majority in interest of the Series A Convertible Preferred Stock, to the exclusion of the holders of Common Stock. Each Preferred Stock Director shall serve until the next annual meeting of stockholders or until his or her successor shall be elected and qualified, or until his or her earlier resignation or removal, or until his or her right to hold such office terminates pursuant to the provisions of this Section 3(b)(i).

(ii) The "Termination Date" shall mean the earliest date upon which either of the following events occur: (A) less than an aggregate of 125,000 shares (as adjusted from time to time following the date on which shares of Series A Convertible Preferred Stock are first issued to reflect any stock split, stock dividend, recapitalization, or similar occurrence) of Series A Convertible Preferred Stock remain outstanding and (B) the holders of record of shares of Series A Convertible Preferred Stock voting together as a single class, to the exclusion of the holders of Common Stock, elect, in each case based upon the affirmative vote of, or the consent of, the holders of a majority in interest of the Series A Convertible Preferred Stock to eliminate the special director election

H11000281342 3

rights in Section 3(b)(i) hereof. From and after the Termination Date, the holders of record of shares of Series A Convertible Preferred Stock shall be divested of the foregoing special voting rights provided by Section 3(b)(i) hereof.

(iii) On the Termination Date, the term in office of each of the Preferred Stock Directors, shall forthwith and without further action, terminate, and each of the former Preferred Stock Directors shall automatically and without any further action remain on the Board and become a member of the Board at large until the next annual meeting of stockholders and until his or her successor shall be elected and qualified.

c. Limitations on Corporate Actions. Notwithstanding anything to the contrary in Section 3(a) above, as long as any shares of Series A Convertible Preferred Stock are outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of no-less than fifty one percent (51%) of the then-outstanding Stated Value of the Series A Convertible Preferred Stock consenting or voting (as the case may be) as a separate class from the Common Stock, the Corporation shall not, either directly or by amendment, merger, consolidation or otherwise:

(i) amend its certificate or articles of incorporation in any manner that adversely affects the rights of the Holders;

(ii) alter or change adversely the voting or other powers, preferences, rights, privileges, or restrictions of the Series A Convertible Preferred Stock contained herein or alter or amend this Certificate of Designation;

(iii) increase the authorized number of shares of Preferred Stock or Series A Preferred Stock, or reinstate or issue any Series A Convertible Preferred Stock;

(iv) redeem, purchase or otherwise acquire directly or indirectly any Junior Securities or any shares pari passu with the Series A Convertible Preferred Stock;

(v) directly or indirectly pay or declare any dividend or make any distribution in respect of, any Junior Securities, or set aside any monies for the purchase or redemption (through a sinking fund or otherwise) of any Junior Securities or any shares pari passu with the Series A Convertible Preferred Stock;

(vi) authorize or create any class of stock ranking as to dividends, redemption or distribution of assets upon a Liquidation (as defined in Section 4 below) senior to or otherwise pari passu with the Series A Convertible Preferred Stock; or

(vii) enter into any agreement with respect to any of the foregoing."

11/30/2011 15:13 SHUMAKER LOOP & KENDRICK

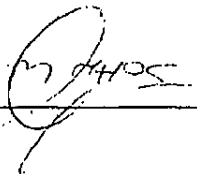
(FAX) 813 229 1660

P.005/005

H11000281342 3

4

(Signature Page to Certificate of Amendment to Series A Preferred Certificate of Designations)

By:  Scott L. Barker, Esq.

HALTHION MEDICAL TECHNOLOGIES, INC.

IN WITNESS WHEREOF, these Articles of Amendment to the Certificate of Designations has been executed by a duly authorized officer of the Corporation on this 30th day of November, 2011.

H11000281342 3