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Myra P. Mahoney

954-563-1095

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Division of Corporations

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**EXAMINER**

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
MED EX DIRECT, INC.**

The undersigned President of Med Ex Direct, Inc., (the "Company"), a corporation organized and existing under the laws of the State of Florida, certifies that pursuant to the authority contained in the Company's Articles of Incorporation, and in accordance with the provisions of the resolution creating a series of the class of the Company's authorized preferred stock designated as Series A Preferred Stock:

**FIRST:** The Articles of Incorporation of the Company, bearing document number P09000100196, authorize the issuance of One Hundred Million (100,000,000) shares of common stock and Ten Million (10,000,000) shares of preferred stock, and further authorizes the Board of Directors of the Company, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of preferred stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

**SECOND:** On March 15, 2010, the sole director of the Company approved the designation of a series of preferred stock to known as "Series A Preferred Stock". The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series A Preferred Stock shall be as hereinafter described.

Accordingly, "Article IV" of the Articles of Incorporation of the Company is hereby amended to include the following:

**SERIES A PREFERRED STOCK**

1. Designation and Number of Shares. There shall be a series of Preferred Stock that shall be designated as "Series A Preferred Stock", and the number of shares constituting such series shall be Five Million (5,000,000) shares. The price per share shall be \$0.0001 per share (the "Original Purchase Price"). Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series A Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Company.

2. Ranking. The Series A Preferred Stock shall rank on parity with the Company's Common Stock and any class or series of capital stock of the Company hereafter created specifically ranking by its terms on parity with the Series A Preferred Stock (the "Parity Securities"), in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Company.

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3. Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary ("Liquidation"), the holders of record of the shares of the Series A Preferred Stock shall be entitled to receive assets and funds on parity with the Parity Securities. If, upon such Liquidation, the assets of the Company available for distribution to the holders of Series A Preferred Stock and any Parity Securities shall be insufficient to permit payment in full to the holders of the Series A Preferred Stock and Parity Securities, then the entire assets and funds of the Company legally available for distribution to such holders and the holders of the Parity Securities then outstanding shall be distributed ratably among the holders of the Series A Preferred Stock and Parity Securities based upon the proportion the total amount distributable on each share upon Liquidation bears to the aggregate amount required to be distributed, but for the provisions of this sentence, on all shares of the Series A Preferred Stock and of such Parity Securities, if any.

4. Dividends. None.

5. Conversion Rights.

(a) Conversion. Shares of the Series A Preferred Stock may be converted only upon a Change of Control of the Company. For purposes of this Agreement, a "Change in Control" shall mean at such time as (i) any "person or group of persons" (as that term is used in Section 13(d) and 14(d) of the Exchange Act) other than the current "beneficial owners" (as defined in Rule 13d-3 under the Exchange Act) is or becomes the "beneficial owner", directly or indirectly, of securities of the Company representing 51% or more of the combined voting power of the Company's outstanding securities then having the right to vote at elections of directors; or (ii) the current directors resign or are otherwise removed from the Board of Directors of the Company. Upon the occurrence of a Change of Control, each holder of record of shares of the Series A Preferred Stock shall have the right to convert all or any part of such holder's shares of Series A Preferred Stock into that number of fully paid and non-assessable shares of Common Stock as shall be determined by dividing the Original Purchase Price by the "Conversion Price". The Conversion Price shall initially be \$0.0001 and shall be subject to adjustment as provided below. There is no mandatory conversion.

(b) Mechanics of Conversion.

(i) Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Company at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Company shall, within five business days, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made, and such date is referred to herein as the "Conversion Date."

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(ii) All Common Stock, which may be issued upon conversion of the Series A Preferred Stock, will, upon issuance, be duly issued, fully paid and non-assessable and free from all taxes, liens, and charges with respect to the issuance thereof.

(c) Conversion Price Adjustments. The Conversion Price shall be subject to the adjustment provisions of Section 6 below.

6. Anti-Dilution Provisions. During the period in which any shares of Series A Preferred Stock remain outstanding, the Conversion Price in effect at any time and the number and kind of securities issuable upon the conversion of the Series A Preferred Stock shall be subject to adjustment from time to time following the date of the original issuance of the Series A Preferred Stock upon the happening of certain events as follows:

(a) Consolidation, Merger or Sale. If any consolidation or merger of the Company with an unaffiliated third-party, or the sale, transfer or lease of all or substantially all of its assets to an unaffiliated third-party shall be effected in such a way that holders of shares of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for their shares of Common Stock, then provision shall be made, in accordance with this Section 6(a), whereby each holder of shares of Series A Preferred Stock shall thereafter have the right to receive such securities or assets as would have been issued or payable with respect to or in exchange for the shares of Common Stock into which the shares of Series A Preferred Stock held by such holder were convertible immediately prior to the closing of such merger, sale, transfer or lease, as applicable. The Company will not effect any such consolidation, merger, sale, transfer or lease unless prior to the consummation thereof the successor entity (if other than the Company) resulting from such consolidation or merger or the entity purchasing or leasing such assets shall assume by written instrument (i) the obligation to deliver to the holders of Series A Preferred Stock such securities or assets as, in accordance with the foregoing provisions, such holders may be entitled to purchase, and (ii) all other obligations of the Company hereunder. The provisions of this Section 6(a) shall similarly apply to successive mergers, sales, transfers or leases. Holders shall not be required to convert Series A stock pursuant to this Section 6(a).

(b) Common Stock Dividends, Subdivisions, Combinations, etc. In case the Company shall hereafter (i) declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock, (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted by multiplying the then applicable Conversion Price by a fraction, the denominator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such action. Such adjustment shall be made successively whenever any event listed above shall occur.

(c) Notice of Adjustment. Whenever the Conversion Price is adjusted as herein provided, the Company shall promptly but no later than 10 days after any request for

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such an adjustment by the holder, cause a notice setting forth the adjusted Conversion Price issuable upon exercise of each share of Series A Preferred Stock, and, if requested, information describing the transactions giving rise to such adjustments, to be mailed to the holders at their last addresses appearing in the share register of the Company, and shall cause a certified copy thereof to be mailed to its transfer agent, if any. The Company may retain a firm of independent certified public accountants selected by the Board of Directors (who may be the regular accountants employed by the Company) to make any computation required by this Section 6, and a certificate signed by such firm shall be conclusive evidence of the correctness of such adjustment.

7. Voting Rights. Each share of Series A Preferred Stock shall vote on a fifty for one basis (50:1) together with the Company's Common Stock, except as otherwise required by law.

8. Redemption. Neither the Company nor the holders of the Series A Preferred Stock shall have any right at any time to require the redemption of any of the shares of Series A Preferred Stock, except upon and by reason of any liquidation, dissolution or winding-up of the Company, as and to the extent herein provided.

9. Reservation of Shares. The Company shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock pursuant to the terms hereof, such number of its shares of Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) shall not be sufficient to affect the conversion of all then outstanding Series A Preferred Stock, the Company shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.

10. Transfer of Shares. The initial holders of the Series A Preferred Shares may not sell, assign or otherwise transfer any part or all of their shares of Series A Preferred Stock except for shares disposed of as bona fide gifts or transfers to any trust for the direct or indirect benefit of such holder or the initial holder's immediate family. "Immediate Family" shall mean an initial holder's children, stepchildren, grandchildren, parents, stepparents, grandparents, spouse, former spouses, siblings, nieces, nephews, mother-in-law, father-in-law, sons-in-law, daughters-in-law, brother-in-law, or sister-in-law, including adoptive relationships. Any transferee/donee of such shares shall be bound by the preferences, voting powers or relative, participating, optional, preemptive or other special rights as set forth above in this Certificate of Designations of Series A Preferred Stock.

11. Miscellaneous.

(a) The shares of the Series A Preferred Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Certificate of Designations of Series A Preferred Stock and in the Articles of Incorporation of the Company.

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(b) The holders of the Series A Preferred Stock shall be entitled to receive all communications sent by the Company to the holders of the Common Stock.

(c) Holders of fifty-one percent (51%) of the outstanding shares of Series A Preferred Stock may, voting as a single class, elect to waive any provision of this Amended and Restated Certificate of Designations of Series A Preferred Stock, and the affirmative vote of such percentage with respect to any proposed waiver of any of the provisions contained herein shall bind all holders of Series A Preferred Stock.

The foregoing Certificate of Designations of Series A Preferred Stock was adopted by the sole director of the Company on March 15, 2010 pursuant to the Florida Business Corporation Act and prior to the issuance of any shares of Preferred Stock. No vote of the shareholders was required; therefore, the number of votes cast for the Amendment to the Company's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed by its duly authorized officer on 3/16, 2010.

  
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Melissa K. Rice, President

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