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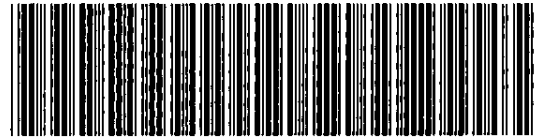
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DIVISION OF CORPORATIONS
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VAPORGENICS INC.

DOCUMENT NUMBER: P10000019668

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CLIFTON A. LIVINGSTON

Name of Contact Person

CLIFTON A. LIVINGSTON, ATTORNEY AT LAW

Firm/ Company

PO BOX 860

Address

LUTZ, FL 33548

City/ State and Zip Code

CALIVINGSTON2@GMAIL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CLIF LIVINGSTON

Name of Contact Person

at (813)

431-6800

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

VAPORGENICS INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P10000019668

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

7887 Bryan Dairy Road.

Largo, Fl. 33777

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

**ATTACHING 6 PAGES WHICH CHANGE ARTICLES I THROUGH X OF ORIGINAL
 ARTICLES OF INCORPORATION FOR VAPORGENICS**

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

RECLASSIFIED STOCK (SEE ATTACHED 6 PAGES)

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
VAPORGENICS, INC.**

VAPORGENICS, INC., in order to amend its Articles of Incorporation filed on March 4, 2010 with the Secretary of State (Original Articles) , in accordance with the requirements of Chapter 607 , Florida Statutes, does certify that by unanimous consent of all shareholders that Articles I through VIII of the Original Articles are hereby deleted and replaced by the following Articles:

**ARTICLE I
Name and Address**

The name of this corporation is VaporGenics, Inc. and its principal place of business is 7887 Bryan Dairy Road, Largo, Fl. 33777

**ARTICLE II
Existence of Corporation**

This corporation shall have begun its existence on the date of filing the original Articles with the Secretary of State on March 4, 2010, and shall have perpetual existence.

**ARTICLE III
Purposes**

The corporation may engage in the transaction of any or all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

**ARTICLE IV
General Powers**

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested and to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(g) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation and to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(h) To make donations for the public welfare or for charitable, scientific, or educational purposes and to transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(i) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(j) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(k) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(l) To have and exercise all powers necessary or convenient to effect its purposes.

(m) The corporation shall have the right, upon unanimous consent of all shareholders of the corporation, to be treated as a Small Business Corporation under the Internal Revenue Code.

ARTICLE V Capital Stock

(a) Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be as follows:

1. Common Stock.

20,000,000 shares of common stock with a par value of \$.01 per share (the "Common Stock").

The shares of Common Stock shall entitle the holder thereof to such rights and privileges with respect to voting, dividends, preferences in liquidation and such other rights as are specifically set forth in paragraphs (b) through (e) of this Article V.

2. Preferred Stock.

20,000,000 shares of preferred stock with a par value of \$.01 per share (the "Preferred Stock").

The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

A. the designation of such series;

B. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of this corporation, and whether such dividends shall be cumulative or non-cumulative;

C. whether the shares of such series shall be subject to redemption by this corporation, and if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

D. the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

E. whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and if provisions are made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

F. the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;

G. the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolution; and

H. the rights of the holders of the shares of such series upon dissolution of, or upon the distribution of assets of, this corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

(b) **Payment for Stock.** The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

(c) **Voting.** Subject to such voting rights, whether as a separate voting group or together with the Common Stock as a single voting group, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a) (2) of this Article V, the entire voting power of this Corporation shall be vested in the Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation. Except as otherwise provided with respect to one or more series of Preferred Stock pursuant to paragraph (a) (2) of this Article V, there shall be no cumulative voting in the election of directors.

(d) **Dividends.** Subject to such dividend rights, whether preferential, participating or both, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article V, any dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

(e) **Preferences in the Event of Liquidation.** Subject to such liquidation preferences and participation rights as may be provided with respect to one or more series

of Preferred Stock pursuant to paragraph (a) (2) of this Article V, upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Common Stock on a share for share basis. A merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Article V (e).

ARTICLE VI

Registered Office and Registered Agent

The original registered agent and address shall remain the same at this time. Original address and registered agent was and is Clifford G. Myers at 3225 South MacDill Ave, Suite 135, Tampa, Florida, 33629. The corporation may change its registered office or its registered agent for both by filing with the Department of State of the State of Florida a statement complying with the then current Florida Statutes.

ARTICLE VII

Board of Directors

The number of directors constituting the Board of Directors shall be increased to three (3) directors. The two (2) members of the initial board of directors shall continue to serve until new board of director members are elected.

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE IX

Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law. The corporation shall indemnify any officer, director and/or shareholder for all expenses paid by such officer, director and/or shareholder on behalf of the corporation, including, but not limited to, pre-organizational expenses of the corporation.

ARTICLE X *
Amended Articles Supersede

In the event there is any conflict in the language or terms of the original Articles of Incorporation filed with the Secretary of State of Florida on March 4, 2010 and these Amended Articles these Amended Articles shall supersede and govern.

WE, the undersigned, President and Secretary of VaporGenics Inc., a corporation existing under the laws of the State of Florida, do hereby certify that the following action to amend the Articles of Incorporation for VaporGenics Inc. was taken at a meeting of the shareholders of the corporation on December 29, 2010, where all shareholders were present, either in person or by telephone, and all shareholders unanimously approved and adopted the above Amended Articles of Incorporation for VaporGenics Inc. and that such Amended Articles of Incorporation were to be effective as of December 29, 2010.

Dated this 29th day of December, 2010.


Patrick Sheppard, , President


Clifford G. Myers, Secretary

The date of each amendment(s) adoption: 12/29/2010
(date of adoption is required)
Effective date if applicable: 12/29/2010
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 12/9/2010

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

PATRICK SHEPPARD

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)