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BIOCURITY, INC**

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*Amend & Restated Articles*  
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Document prepared by: Carol Borglum (4563)

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BIOCURITY, INC.  
a Florida corporation

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PURSUANT TO the provisions of Sections 607.1001, 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), **BIOCURITY, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation for such Corporation:

**FIRST:** The name of the Corporation is **BIOCURITY, INC.**; the date of filing of the Corporation's original Articles of Incorporation with the Secretary of State was October 18, 2010.

**SECOND:** These Articles reflect amendments to the original Articles of Incorporation that were approved by the shareholders of the Corporation, following recommendation by the Board of Directors of the Corporation, on the same date hereof. The number of votes cast for the amendments contained herein was sufficient for approval.

**THIRD:** The Articles of Incorporation of the Corporation are hereby deleted in their entirety and restated as follows:

**ARTICLE ONE:**  
**NAME**

The name of this corporation is **BIOCURITY, INC.** (the "Corporation").

**ARTICLE TWO:**  
**PRINCIPAL OFFICE**

The street address of the principal office and mailing address of the Corporation is 4074 Tenita Drive, Winter Park, Florida 32792.

**ARTICLE THREE:**  
**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Florida is 4074 Tenita Drive, Winter Park, Florida 32792. The name of its registered agent at such address is Kirstie L. Chadwick.

**ARTICLE FOUR:**  
**DURATION**

The term of existence of the Corporation shall be perpetual.

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**ARTICLE FIVE:**  
**PURPOSE**

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE SIX:**  
**CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) twenty million (20,000,000) shares of Common Stock, \$.001 par value per share ("Common Stock"), and (ii) five million (5,000,000) shares of Preferred Stock, \$.001 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

**A. COMMON STOCK**

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock determined in accordance with these Articles of Incorporation.

2. Dividend Rights. Subject any preferred rights of holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive, if, when and as declared by the Board of Directors of the Corporation, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors of the Corporation.

3. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote.

**B. PREFERRED STOCK**

The Preferred Stock may be issued in one or more series as determined by the Board of Directors of the Corporation, and each series of Preferred Stock shall have such rights, preferences, powers, privileges and restrictions, qualifications and limitations as may be designated by the Board of Directors of the Corporation prior to the issuance of any shares of any series of Preferred Stock in accordance with Section 607.0602 of the Act.

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**ARTICLE SEVEN**  
**BYLAWS**

The Board of Directors of the Corporation is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation.

**ARTICLE EIGHT**  
**INDEMNIFICATION**

A. Indemnification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Act.


B. Insurance. The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

C. Limitation of Director Liability. The personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

D. Prospective Repeal or Amendment. Any repeal or amendment of this Article Eight by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of a director's liability to the Corporation, existing at the time of such repeal or amendment.

\* \* \*

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the undersigned incorporator of this Corporation on this 6 day of March, 2011.

  
\_\_\_\_\_  
Kirstie L. Chadwick, Director

**ACCEPTANCE OF APPOINTMENT  
BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article Three of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 12 day of March, 2011.

**REGISTERED AGENT:**



\_\_\_\_\_  
KIRSTIE L. CHADWICK