

P11000033668

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(Address)

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(City/State/Zip/Phone #)

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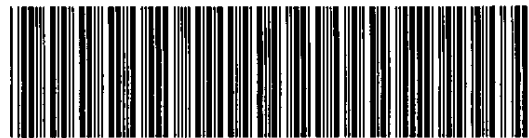
(Business Entity Name)

(Document Number)

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Amended &
Restated
Articles

05/08/12--01023--008 **52.50

FILED
2012 MAY -8 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/14/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Personal Cell Sciences, Corp.

DOCUMENT NUMBER: P11000033668

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

Please return all correspondence concerning this matter to the following:

John S. Arnone

Name of Contact Person

Personal Cell Sciences, Corp.

Firm/ Company

30 Penbrook Court

Address

Shrewsbury, NJ 07702

City/ State and Zip Code

jarnone@personalcellsciences.com

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

For further information concerning this matter, please call:

John S. Arnone

Name of Contact Person

at (732) 310-3099

Area Code & Daytime Telephone Number

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

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERSONAL CELL SCIENCES, CORP

FILED

2012 MAY -8 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "**FBCA**"), the Articles of Incorporation of Personal Cell Sciences, Corp, a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), whose Articles of Incorporation were originally filed with the Florida Department of State on April 6, 2011 and subsequently amended on October 17, 2011 and on April 23, 2012 are hereby amended and restated in their entirety. On April 27, 2012, the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors and approved by shareholders of the Corporation holding a sufficient number of votes to approve the same, as follows:

ARTICLE I
NAME

The name of the corporation is Personal Cell Sciences, Corp.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 30 Penbrook Court, Shrewsbury, NJ 07702.

ARTICLE III
CORPORATE PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

Section 1. The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Hundred Ten Million (110,000,000) shares, consisting of (i) One Hundred Million (100,000,000) shares of common stock, \$0.0001 par value per share (the "**Common Stock**"), and (ii) Ten Million (10,000,000) shares of preferred stock, \$0.0001 par value per share (the "**Preferred Stock**").

Section 2. The powers, preferences and rights, and the qualifications, limitations and restrictions of the Corporation's Common Stock and Preferred Stock are as follows:

(a) Provisions Relating to the Common Stock.

(i) Voting Rights. The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors. Unless otherwise adopted by the Board of Directors and approved by a vote of the shareholders of the Corporation, a simple majority of 51% of all the shares of Common Stock eligible to vote shall be required to pass matters brought before the shareholders of the Corporation.

(ii) Dividends. Except as otherwise provided by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

(iii) Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, the remaining assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

(b) Provisions Relating to the Preferred Stock

(i) General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

(ii) Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

A. whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

B. the number of shares to constitute the class or series and the designation thereof;

C. the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

D. whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

E. whether or not the shares of a class or series shall be subject to the operation of retirement of sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

F. the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

G. the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

H. whether or not the shares or any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

I. such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's registered office is 924 South Garden Lake Drive, Saint Augustine, Florida 32086, and the name of the corporation's registered agent at such address is Jay Homann. The Corporation may change its registered office or its registered agent or both by filing

with the Department of State of the State of Florida, a statement complying with Section 607.037 of the FBCA.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator of this corporation is:

John S. Arnone
30 Penbrook Ct
Shrewsbury, NJ 07702

ARTICLE VII BYLAWS

In furtherance and not in limitation of the powers conferred upon the shareholders by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation, subject to the power of the shareholders to alter or repeal the bylaws made or altered by the board of directors.

ARTICLE VIII LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PERSONAL CELL SCIENCES, CORP.
SETTING FORTH THE DESIGNATIONS, PREFERENCES AND RIGHTS
OF
SERIES A CONVERTIBLE PREFERRED STOCK

Personal Cell Sciences, Corp., a corporation organized and existing under the laws of the State of Florida (the “**Corporation**”), acting pursuant to Section 607.0602 of the Florida Business Corporation Act (the “FBCA”), does hereby certify:

FIRST: That the name of the Corporation is Personal Cell Sciences, Corp.

SECOND: That the board of directors of the Corporation (the “**Board of Directors**”), acting in accordance with the the Amended and Restated Articles of Incorporation and Bylaws of the Corporation, by unanimous written consent dated April 27, 2012, duly adopted the following resolutions creating a series of Preferred Stock designated as Series A Convertible Preferred Stock:

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of the Amended and Restated Articles of Incorporation, a series of Preferred Stock, par value \$0.0001 per share, of the Corporation be and hereby is created, and that the designation and number of shares thereof and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series and the qualifications, limitations and restrictions thereof are as follows:

SERIES A CONVERTIBLE PREFERRED STOCK

Section 1. Designation and Amount. The shares of such series shall be designated as “Series A Convertible Preferred Stock” (the “**Series A Preferred**”), the par value thereof shall be \$0.0001 per share and the number of shares constituting the Series A Preferred stock shall be three million (3,000,000) shares. The stated amount of the Series A Preferred shall be \$1.00 per share (the “**Stated Amount**”).

Section 2. Rank. The Series A Preferred shall, with respect to dividends and rights on liquidation, winding-up and dissolution, rank:

(a) Senior and prior to the common stock, par value \$0.0001 per share (the “**Common Stock**”) of the Corporation, and any other class or series of preferred stock of the Corporation hereafter established by the Board of Directors of the Corporation, the terms of which do not expressly provide that it ranks senior to, or on a parity with, the Series A Preferred as to dividends (the “**Dividend Preference**”) and redemption rights and rights on liquidation, winding-up and dissolution of the Corporation (collectively referred to as “**Junior Stock**”).

(b) Pari passu with each other class or series of preferred stock of the Corporation established hereafter by the Board of Directors, the terms of which expressly provide that such class or series will rank on a parity with the Series A Preferred as to dividends and redemption rights and rights on liquidation, winding-up and dissolution (collectively referred to as "**Parity Stock**"); and

(c) Junior to each class or series of preferred stock of the Corporation established hereafter by the Board, the terms of which class or series expressly provide that such class or series will rank senior to the Series A Preferred as to dividend and redemption rights or rights on liquidation, winding-up and dissolution of the Corporation (collectively referred to as "**Senior Stock**").

Section 3. **Dividends and Distributions.** Holders of shares of Series A Preferred shall be entitled to receive, out of any assets legally available therefore, dividends at the rate of ten percent (10.0%) of the Stated Amount per share per annum, accruing annually and payable only (i) when, as, and if declared by the Board of Directors, or (ii) upon an Event of Liquidation (as defined below) in the manner provided in Section 6 herein. Dividends shall be payable, in cash or, at the option of the Corporation, in shares of Common Stock. Calculations of dividends due hereunder for any partial year shall be based on a 365-day year and the actual number of days elapsed in such partial year.

Section 4. **Voting Rights.** Each share of Series A Preferred shall be entitled to such number of votes as shall equal the product of ten (10) times the number of shares of Common Stock into which such share of Series A Preferred may be converted. The holders of shares of Series A Preferred shall be entitled to vote with the holders of shares of Common Stock on all matters presented to the Corporation's stockholders for approval including, without limitation, the election of the Corporation's directors.

Section 5. **Conversion.**

(a) **Holders' Conversion Right.** At any time and from time to time after the first issuance of any Series A Preferred shares (the "**Original Issuance Date**") any holder of Series A Preferred shares shall be entitled to convert any whole or partial number of Series A Preferred shares into fully paid and non assessable shares of Common Stock at the Conversion Price (as defined below) in accordance with this **Section 5**. The Corporation shall not issue any fraction of a share of Common Stock upon any conversion and shall, in lieu of issuing such fractional share, pay to the holder the fair value (as determined by the Board of Directors) thereof in cash.

(b) **Conversion Price.** Subject to anti-dilution adjustment as provided herein, the conversion price (the "**Conversion Price**") of each Series A Preferred share shall be \$0.10. Each Series A Preferred share will convert into that number of shares of Common Stock determined by dividing the Stated Value by the Conversion Price, as adjusted at the time of conversion.

(c) **Mechanics of Conversion.** To convert Series A Preferred shares into shares of Common Stock on any date (a "**Conversion Date**"), the holder thereof shall (i)

transmit by facsimile (or otherwise deliver), a copy of an executed notice of conversion (the "Conversion Notice") to the Corporation, and (ii) deliver to the Corporation the original certificates representing the Series A Preferred shares being converted (or an indemnification undertaking with respect to such shares in the case of their loss, theft or destruction) (the "Series A Certificates"). Following the date of receipt of a Conversion Notice and the Series A Certificates (the "Share Delivery Date"), the Corporation shall issue and deliver to the address as specified in the Conversion Notice, a certificate, registered in the name of the holder or its designee, for the number of shares of Common Stock to which the holder shall be entitled. If the number of Series A Preferred shares represented by the Series A Certificate(s) submitted for conversion is greater than the number of Series A Preferred shares being converted, then the Corporation shall, as soon as practicable after receipt of the Series A Certificates and at its own expense, issue and deliver to the holder a new Series A Certificate representing the number of Series A Preferred shares not converted. The person or persons entitled to receive the shares of Common Stock issuable upon a conversion of Series A Preferred shares shall be treated for all purposes as the record holder or holders of such shares of Common Stock on the Conversion Date.

(d) Anti-Dilution Provisions. The Conversion Price in effect at any time and the number and kind of securities issuable upon conversion of the Series A Preferred shares shall be subject to adjustment from time to time upon the happening of certain events as follows:

(i) Adjustment for Stock Splits and Combinations. If the Corporation at any time or from time to time on or after the Original Issuance Date effects a subdivision of the outstanding Common Stock, the Conversion Price then in effect immediately before that subdivision shall be proportionately decreased, and conversely, if the Corporation at any time or from time to time on or after the Original Issuance Date combines the outstanding shares of Common Stock into a smaller number of shares, the Conversion Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

(ii) Adjustment for Certain Dividends and Distributions. If the Corporation at any time or from time to time on or after the Original Issuance Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Conversion Price then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction (1) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date and (2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed

accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions.

(iii) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time on or after the Original Issuance Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, then and in each such event provision shall be made so that the holders of Series A Preferred shares shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their Series A Preferred shares been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this subsection (d) with respect to the rights of the holders of the Series A Preferred shares.

(iv) Adjustment for Reclassification, Exchange and Substitution. In the event that at any time or from time to time on or after the Original Issuance Date, the Common Stock issuable upon the conversion of the Series A Preferred shares is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets, provided for elsewhere in this subsection), then and in any such event each holder of Series A Preferred shares shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change, by holders of the maximum number of shares of Common Stock into which such shares of Series A Preferred shares could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein.

(v) Reorganizations, Mergers, Consolidations or Sales of Assets. If at any time or from time to time on or after the Original Issuance Date there is a capital reorganization of the Common Stock (other than a recapitalization, subdivision, combination, reclassification or exchange of shares provided for elsewhere in this subsection (d)) or a merger or consolidation of the Corporation with or into another corporation, or the sale of all or substantially all of the Corporation's properties and assets to any other person, then, as a part of such reorganization, merger, consolidation or sale, provision shall be made so that the holders of the Series A Preferred shares shall thereafter be entitled to receive upon conversion of the Series A Preferred shares the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this subsection with respect to the rights of the holders of the Series A Preferred shares after the reorganization, merger, consolidation or sale to the end that the provisions of this subsection (d)(v) (including adjustment of the Conversion Price then in effect and the

number of shares purchasable upon conversion of the Series A Preferred shares) shall be applicable after that event and be as nearly equivalent as may be practicable.

(e) **Status of Converted Stock.** In the event any Series A Preferred shares shall be converted, the shares so converted shall be canceled and shall not be reissued as Series A Preferred shares.

Section 6. **Liquidation Preference.** In an Event of a Liquidation (as defined below) of the Corporation, holders of any then unconverted shares of Series A Preferred, after the Corporation has made any required distributions to the holders of Senior Stock, will be entitled to receive their Liquidation Preference Amount (as defined below), before holders of Common Stock and any Junior Stock are entitled to receive any portion of the consideration available from the liquidation of the Corporation. If there are insufficient assets available for distribution to pay the full Liquidation Preference Amount to the holders of the Series A Preferred, then all shares of Series A Preferred will share ratably in the distribution of all of the Corporation's assets, before any distribution to the holders of the Common Stock, and any Junior Stock. Upon the completion of the distributions on shares of Series A Preferred required by this paragraph, and subject to the rights of any other series of Preferred Stock that may from time to time come into existence, if assets remain in the Corporation, the holders of the Common Stock of the Corporation shall receive all of the remaining assets of the Corporation.

For the purposes of this **Section 6**, the following definitions shall apply:

(i) the "**Liquidation Preference Amount**" shall equal the sum of (a) the Stated Amount of any then unconverted shares of Series A Preferred, and (b) all accrued but unpaid dividends applicable to such shares, whether declared by the Board of Directors or not, calculated as if it accrued from the date of issuance of such shares and (c) in the event of a Change in Control Transaction, the Participation Amount.

(ii) an "**Event of Liquidation**" shall mean any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary. In addition, any Change in Control Transaction shall be deemed an Event of Liquidation.

(iii) a "**Change in Control Transaction**" shall mean for the purposes hereof a sale by the Corporation of all or substantially all of its assets, or any merger or acquisition of the Corporation in which the stockholders of the Corporation immediately prior to such event do not own a majority of the outstanding shares of the acquiring entity.

(iv) the "**Participation Amount**" shall mean, in the event of a Change in Control Transaction, the amount that would be distributed to the holders of any shares of Series A Preferred on the Conversion Shares as if Series A Preferred had been converted prior to the closing of such Change in Control Transaction.

**WRITTEN CONSENT
OF THE SOLE MEMBER OF THE BOARD OF DIRECTORS
AND
HOLDER OF A MAJORITY OF THE
COMMON STOCK
OF
PERSONAL CELL SCIENCES, CORP.**

**TO ADOPTION OF ACTIONS AND RESOLUTIONS
IN LIEU OF A SPECIAL MEETING**

The undersigned, being the sole member of the Board of Directors of Personal Cell Sciences, Corp., a Florida corporation (the "Corporation") and the holder of a majority of the Corporation's outstanding Common Stock (collectively, the "Voting Stock"), pursuant to the Florida Business Corporation Act (the "FBCA"), does hereby consent to the adoption of the following actions and resolutions effective as of April 27, 2012.

WHEREAS, the Board of Directors (the "Board") has determined to amend and restate the Corporation's amended articles of incorporation as set forth in Exhibit A attached hereto (the "Restated Articles");

WHEREAS, pursuant to authority granted to the Board in the Restated Articles, the Board has determined to designate 3,000,000 shares of the Corporation's preferred stock as Series A Preferred having the voting powers, rights on liquidation or dissolution and other preferences and rights as set forth in Exhibit B attached hereto (the "Series A Preferred") and to issue 2,000,000 shares of Series A Preferred to John Arnone;

WHEREAS, it is deemed to be in the best interests of the Corporation that the Bylaws in the form attached hereto as Exhibit C be adopted by the Board as the Bylaws of the Corporation.

WHEREAS, the Board has determined to declare a stock dividend payable to the holders of record of the Corporation's issued and outstanding common stock (the "Common Stock") on the date hereof pursuant to which the Corporation shall issue to each shareholder of record two shares of Common Stock for each share of Common Stock held of record;

WHEREAS, the Board has determined that it is in the best interests of the Corporation to offer for sale (the "Offering") in a private offering additional shares of its Common Stock to qualified investors in accordance with applicable law; and

WHEREAS, the Board has determined that it is in the best interests of the Corporation to amend the Corporation's Incentive Stock Option Plan (the "Plan") to increase the number of shares of Common Stock issuable under the Plan from 2,000,000 to 6,000,000 shares.

NOW, THEREFORE, it is hereby:

RESOLVED, that the Restated Articles in the form attached hereto as Exhibit A, be, and they hereby are, authorized, adopted and approved; and it is further

RESOLVED, that each of the officers of the Corporation is hereby authorized to execute, deliver and file with the Secretary of State of the State of Florida the Restated Articles, and to execute and deliver such documents, and to take such other and further actions, as they shall deem necessary or appropriate to effect the Restated Articles; and it is further

RESOLVED, that the designation of 3,000,000 shares of the Corporation's preferred stock as Series A Preferred having the voting powers, rights on liquidation or dissolution and other preferences, rights, qualifications, limitations or restrictions as set forth on Exhibit B, be, and they hereby are, authorized, adopted and approved; and it is further

RESOLVED, that each of the officers of the Corporation is hereby authorized to execute, deliver and file with the Secretary of State of the State of Florida an amendment to the Restated Articles, and to execute and deliver such documents, and to take such other and further actions, as they shall deem necessary or appropriate to effect the creation of the Series A Preferred; and it is further

RESOLVED, that the issuance by the Company of 2,000,000 shares of Series A Preferred Stock, to John Arnone be, and hereby is, in all respects authorized and approved, and it is further;

RESOLVED, that the shares of Series A Preferred will be fully paid and non-assessable upon their issuance, and it is further;

RESOLVED, that the Bylaws in the form attached hereto as Exhibit C be, and they hereby are, authorized, adopted and approved as the Bylaws of the Corporation until amended or repealed in accordance with applicable law; and it is further

RESOLVED, that the Secretary of the Corporation is authorized and empowered to execute a certificate of the adoption of such Bylaws, to enter such Bylaws as so certified in the Minute Book of the Corporation and to see that a copy of such Bylaws is kept at the principal executive or business office of the Corporation; and it is further

RESOLVED, that the Corporation is authorized to conduct the Offering on such terms as may be determined by the officers of the Corporation, and it is further;

RESOLVED, that upon issuance and payment of the purchase price therefor, the Common Stock issued in the Offering shall be fully paid, duly issued and non-assessable, and shall be free from any liens and/or encumbrances, and it is further;

RESOLVED, that each of the officers of the Corporation be, and each of them hereby is, authorized, directed and empowered on behalf of the Corporation to (i) file any notices or reports with the Securities and Exchange Commission (the "SEC") in connection with the Offering and the issuance of the Common Stock, and (ii) execute and deliver any such notices or reports and

to make such changes as he may deem necessary and/or advisable to conform with the rules and regulations of the SEC, and it is further;

RESOLVED, that the Corporation shall file with all applicable state security regulators all documents, applications, consents to service of process and/or instruments ("Blue Sky Filings") necessary and/or advisable in connection with the Offering and that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to make, sign, execute, acknowledge, deliver, file, record and publish any and all appropriate Blue Sky Filings with the applicable States; and it is further;

RESOLVED, that each of the officers of the Corporation be, and each of them hereby is, authorized to negotiate with and to engage selling agents to offer, on behalf of the Corporation, the shares of Common Stock on such terms and conditions as agreed to by the officers of the Corporation; and it is further

RESOLVED, that the Plan be, and it hereby is, amended to increase the number of shares of Common Stock issuable under the Plan from 2,000,000 shares to 6,000,000 shares; and it is further

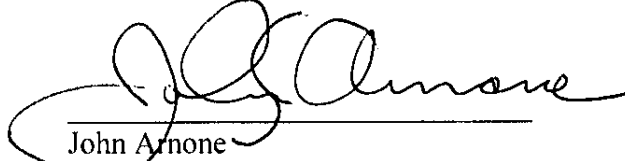
RESOLVED, that each of the officers of the Corporation is hereby authorized to prepare and send to the stockholders of the Corporation that did not execute this written consent, notice of the taking of the above corporate action by written consent without a meeting; and it is further

RESOLVED, that all actions heretofore and hereafter taken and to be taken by officers and directors of this Corporation to effectuate the matters contemplated by these resolutions be and they each be and are hereby, in all respects authorized, ratified, confirmed and approved; and further

RESOLVED, that the officers of the Corporation are authorized to take any and all further actions as any of them may deem necessary or desirable to carry out the intent of the foregoing resolutions including, without limitation, the delivery of all certificates required to be delivered pursuant to the foregoing resolutions, each such act to be the legal, valid and binding obligation of the Corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned director of the Corporation and holder of a majority of the Voting Stock has hereunto signed his name and adopted the above resolutions as of the above date and hereby direct that a signed copy of this written consent be filed with the Minutes of the proceedings of the board of directors and the stockholders of the Corporation.

A handwritten signature in black ink, appearing to read "John Arnone", written over a horizontal line.

John Arnone

Director and holder of a majority of shares of Common
Stock

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

PERSONAL CELL SCIENCES, CORP.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Personal Cell Sciences, Corp (the "Corporation") does hereby amend and restate its Articles of Incorporation as heretofore amended.

1. The name of the Corporation is: Personal Cell Sciences, Corp.
2. The text of the Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

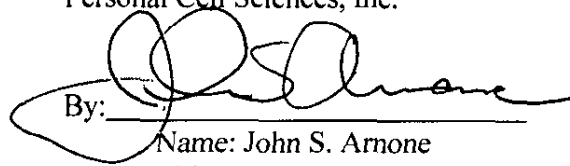
CERTIFICATE

It is hereby certified that:

1. The annexed amendment and restatement (the "Amended and Restated Articles of Incorporation") contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.
2. Articles II and IV of the Articles of Incorporation of the corporation is hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The annexed Amended and Restated Articles of Incorporation were adopted on April 27, 2012 by the sole director of the Corporation and the holder of a majority of the outstanding shares of common stock of the Corporation, being the sole class of securities entitled to vote on the said amendments and restatement.
4. The number of votes cast for the said amendments and restatement was sufficient for the approval thereof.

Executed on May 7, 2012.

Personal Cell Sciences, Inc.

By: 
Name: John S. Arnone
Title: President, Secretary