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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
VERITEQ ACQUISITION CORPORATION

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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13 FEB -7 PM 1:01  
SECRETARY OF STATE  
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Amnd/Restate  
FEB 07.2013  
R. WHITE

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VERITEQ ACQUISITION CORPORATION**

FILED  
13 FEB -7 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, adopts the following amended and restated articles of incorporation (the "Amended and Restated Articles of Incorporation") of VERITEQ ACQUISITION CORPORATION, a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), and confirms that such Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors and Shareholders of the Corporation on February 6, 2013:

**ARTICLE I. NAME**

The name of the corporation is VERITEQ ACQUISITION CORPORATION.

**ARTICLE II. PRINCIPAL AND MAILING ADDRESS**

The principal and mailing address of the Corporation is 220 Congress Park Drive, Suite 200, Delray Beach, Florida 33415 or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

**ARTICLE III. PURPOSE**

The purpose of the Corporation is to engage in any lawful activity or business permitted under the laws of the United States and the State of Florida, including activities within the United States and abroad.

**ARTICLE IV. SHARES**

The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 100,000,000 shares of common stock, par value \$0.01 per share.

**Common Stock.** The holders of the shares of common stock shall be entitled to one vote for each such share of common stock held on each matter properly submitted to the shareholders on which the holders of shares of common stock are entitled to vote. Except as otherwise required by law or in these Amended and Restated Articles of Incorporation, at any annual or special meeting of the shareholders the holders of outstanding shares of common stock shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the shareholders. Notwithstanding the foregoing, except as otherwise required by law or by these Amended and Restated Articles of Incorporation, holders of common stock shall not be entitled to vote on any amendment to these Amended and Restated Articles of Incorporation that relates solely to the terms of one or more outstanding class or series of Preferred Stock if the holders of such affected class or series are entitled, either separately or together with the holders

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of one or more other such class or series, to vote thereon pursuant to these Amended and Restated Articles of Incorporation.

**ARTICLE V. BOARD OF DIRECTORS AND OFFICER(S)**

The names and addresses of the directors and name, address and title of the officer of the Corporation are:

- (1) Scott R. Silverman: Director and Chief Executive Officer  
220 Congress Park Drive  
Suite 200  
Delray Beach, Florida 33445
- (2) William J. Caragol: Director  
220 Congress Park Drive  
Suite 200  
Delray Beach, Florida 33445
- (3) Michael E. Krawitz: Director  
220 Congress Park Drive  
Suite 200  
Delray Beach, Florida 33445
- (4) Shawn Wooden: Director  
220 Congress Park Drive  
Suite 200  
Delray Beach, Florida 33445

**ARTICLE VI. REGISTERED AGENT/OFFICE**

The street address of the registered office of the Corporation in the State of Florida is 220 Congress Park Drive, Suite 200, Delray Beach, Florida 33445 and the name of the registered agent of the Corporation at that address is Allison Tomek.

**ARTICLE VII. DURATION AND CONTINUATION**

The Corporation shall continue to exist perpetually.

**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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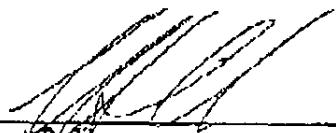
**ARTICLE IX. INDEMNIFICATION**

The Corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person who, at the request of the Corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X. AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation or any amendment therein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on this 6<sup>th</sup> day of February, 2013.


  
\_\_\_\_\_  
Scott R. Silverman,  
Chief Executive Officer

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**ACCEPTANCE OF REGISTERED AGENT/OFFICE**

Having been named to accept service of process for the Corporation, Veriteq Acquisition Corporation, a corporation duly organized and existing under the laws of the State of Florida, at 220 Congress Park, Suite 200, Delray Beach, FL 33445, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 6<sup>th</sup> day of February, 2013.

  
Allison Tomek

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