

P94000044689

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 DEC 24 PM 12:38

Amend/cc  
@ 12/24/07

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: NANOBAC PHARMACEUTICALS, INCORPORATED

DOCUMENT NUMBER: P94000044689

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

Please return all correspondence concerning this matter to the following:

H. BRADY MILLICAN

(Name of Contact Person)

NANOBAC PHARMACEUTICALS, INCORPORATED

(Firm/ Company)

4730 N. HABANA AVE, SUITE 205

(Address)

TAMPA, FL 33614

(City/ State and Zip Code)

For further information concerning this matter, please call:

H. BRADY MILLICAN

(Name of Contact Person)

at ( 813 ) 262-9025

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 17, 2007

H. BRADY MILLIGAN  
NANOBAC PHARMACEUTICALS, INCORPORATED  
4730 N. HABANA AVENUE - SUITE 205  
TAMPA, FL 33614

SUBJECT: NANOBAC PHARMACEUTICALS, INCORPORATED.  
Ref. Number: P94000044689

We have received your document for NANOBAC PHARMACEUTICALS, INCORPORATED. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must have original signatures.

Photo copies are not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 807A00070316

RECEIVED  
2007 DEC 24 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

NANOBAC PHARMACEUTICALS INCORPORATED.

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

P94000044689

(Document number of corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 DEC 24 PM 12:38

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

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

"SEE ATTACHED"

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

**Articles of Amendment to the Articles of Incorporation of**  
**NANOBAC PHARMACEUTICALS, INCORPORATED**  
**(a Florida Corporation)**

The Company has amended Article III – Capital Stock such that the following shall be inserted in place of the existing Article III:

**ARTICLE III – CAPITAL STOCK**

This Corporation is authorized to issue 500,000,000 (five hundred million) shares of Common Stock having no par value per share which shares shall be and hereby are designated as “Common Shares.” Without action by the stockholders, any or all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

This Corporation shall require shareholder approval prior to issuance of designated securities in connection with a transaction other than a public offering involving the sale, issuance or potential issuance by the issuer of common stock (or securities convertible into or exercisable for common stock) at a price less than the greater book or market value which together with sale by officers, directors or substantial shareholders of the company equals 20% or more of the common stock or 20% or more of the voting power outstanding before the issuance.

Each of the Common Shares shall have one vote on all matters coming before any meeting of the Shareholders or otherwise to be acted upon by Shareholders. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. A majority of the votes entitles to be cast on the matter by the voting group constitutes a quorum of that voting group for action on the matter except a quorum may only exist when a minimum of 33 & 1/3 of eligible shares participates in any such vote or action. No holder of any shares of any class of capital stock of the Corporation shall have any preemptive right to subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized or for any security convertible into or carrying any optional rights to purchase or subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized.

The Amendment was adopted by the board of directors and confirmed by a shareholder action. The number of votes cast by shareholders was sufficient for approval.

The foregoing amendment was adopted the 5th day of December, 2007.

  
\_\_\_\_\_  
John Stanton, CEO and Chairman

The date of each amendment(s) adoption: DECEMBER 5, 2007

Effective date if applicable: N/A  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

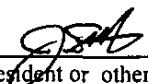
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"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.

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)

JOHN STANTON  
(Typed or printed name of person signing)

CO-CHAIRMAN / CEO  
(Title of person signing)

FILING FEE: \$35