

P94000053943

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

harc Earth Sciences, Inc.

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*****35.00 *****35.00

- FILED**
99 DEC 13 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☒ Art. of Amend. File *Photo*
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

C. COULLETTE DEC 14 1999

Signature

Requested by:

Name

Date

Time

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Will Pick Up

Courier

LM 12/13 11:52

RECEIVED
99 DEC 13 PM 4:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
99 DEC 13 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rare Earth Sciences, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

New articles VII, VIII, IX, X, XI, XII are being added and are as follows:

ARTICLE VII: PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business or the trust company business.

ARTICLE VIII: PREFERRED STOCK

This Company is authorized to issue Series A Convertible Preferred Stock, par value \$1.00 per share ("Preferred Stock"). The number of shares of Preferred Stock which this Company is authorized to issue is five hundred (500).

ARTICLE IX: RELATIVE RIGHTS

The relative rights, preferences, privileges and restrictions granted to or imposed on the shares of capital stock or the holders thereof are specifically set forth in the Company's Bylaws and the Shareholders' Agreement.

ARTICLE X: DIRECTOR LIABILITY

The liability of the directors of this Company for monetary damages shall be eliminated to the fullest extent permissible under Florida Law.

ARTICLE XI: INDEMNIFICATION

This Company is authorized to indemnify the directors, officers and agents of the Company to the fullest extent permissible under Florida law.

ARTICLE XII: SAVING CLAUSE

Except as amended hereby the original Articles of Incorporation remain in full force and effect.

SECOND: 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, are as follows:

Not Applicable.

THIRD: The date of each amendment's adoption: October 20, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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

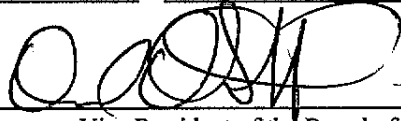
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"

☐ 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.

Signed this day 21 of October, 1999

Signature

A handwritten signature in black ink, appearing to be "David D. Scott", written over a horizontal line.

(By the Chairman or Vice President of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

David D. Scott

Typed or printed name

Vice President

Title