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Amend.
C. Coulliette

AUG 11 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 535722 7174394

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE : August 11, 2005

ORDER TIME : 9:09 AM

ORDER NO. : 535722-005

CUSTOMER NO: 7174394

CUSTOMER: Michelle Kramish Kain, Esq
Kain & Valinsky, P.A.
Suite 100
750 Southeast Third Avenue
Fort Lauderdale, FL 33316

DOMESTIC AMENDMENT FILING

NAME: ECO-RX, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 2916

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ECO-Rx, INC.**

The Articles of Incorporation of Eco-Rx, Inc., a Florida corporation, (the "Corporation") are hereby amended as follows:

By resolution of the Board of Directors adopted at a special meeting of the Board of Directors held on July 14, 2005, the Board resolved to: (i) amend the Articles of Incorporation to increase the number of shares of authorized common stock, \$.001 par value per share, to 100,000,000 shares, and (ii) amend the Articles in Incorporation to provide that any division or combination of the Company's capital stock shall not result in a change, reduction or increase in the authorized capital stock of the Company.

By reason of an action of stockholders taken by written consent on August 8, 2005, the holders of a majority of the then issued and outstanding shares of the common stock of this Corporation approved this amendment to the Articles of Incorporation to provide for (i) the increase the number of shares of authorized common stock, \$.001 par value per share, to 100,000,000 shares, and (ii) that upon any division or combination of the Company's capital stock shall not result in a change, reduction or increase in the authorized capital stock of the Company as further described below.

Therefore, the Articles are amended as follows:

Article III is hereby deleted in its entirety and the following will be inserted:

**ARTICLE III
CAPITAL STOCK:**

1. The total authorized capital stock of this Corporation shall be:
 - A. Common Stock: One Hundred Million (100,000,000) shares of common stock, par value \$0.001 per share.
 - B. Preferred Stock: Five Million (5,000,000) shares of preferred stock, par value \$0.0001 per share. The Board of Directors is expressly authorized to issue from time to time all or any shares of Preferred Stock, in one or more series, and to fix for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences (including seniority upon liquidation), relative participating, optional or other special rights, redemption rights, conversion privileges and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such series and to the fullest extent as now or hereinafter

Florida. Unless a vote of any shareholder is required pursuant to a certificate or certificate establishing a series of Preferred Stock, the Board of Directors may from time to time increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuances of shares of that series. In case the number of shares of any series is so decreased, the shares constituting such reduction shall resume the status that such shares had prior to the adoption of the resolution originally fixing the number of shares of such series.

2. General Provisions. Upon the effectiveness of a division or combination of any of the Corporation's issued and outstanding class or series of capital stock as a result of dividing or combining shares of any issued and outstanding class or series into a greater or lesser number of shares of the same class or series, the authorized shares of capital stock of the same class or series affected thereby shall not be reduced or increased by the same percentage by which the issued shares of such class or series was reduced or increased as a result of the combination or division and the number of shares of such class or series shall remain the same.

The foregoing was adopted by resolutions of the Board of Directors dated July 14, 2005 and by the consent of the shareholders dated August 8, 2005 representing a majority of the Corporation's shares issued and outstanding which voted in favor thereof and which number of votes cast for the amendment by the shareholders was sufficient for approval, all pursuant to Sections 607.0704 and 607.0821.

Dated as of August 8, 2005.

Paul F. Taccini, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 8th day of August, 2005 by Paul F. Taccini as President of Eco-Rx, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced MA DL as identification and did take an oath.

Notary Public:

Janette L. Brock

