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*Amended &
Restated
Articles*

RECEIVED
03 JUN 24 AM 11:29
DIVISION OF CORPORATIONS

FILED
03 JUN 24 AM 11:29
TALLAHASSEE, FLORIDA

*AR
6/24/03*

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Morphogenesis, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ 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 _____

____ 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 _____

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____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED
03 JUN 24 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Michael J.P. Lawman, the duly elected and acting President of Morphogenesis, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is Morphogenesis, Inc.
2. The original Articles of Incorporation of the corporation were filed with the Secretary of State of Florida on May 15, 1995.
3. Articles of Amendment to Articles of Incorporation of Morphogenesis, Inc. changing the par value of the shares from one dollar (\$1.00) per share to One One-Thousandth Dollar (\$0.001) per share were filed with the Secretary of State of Florida on June 30, 1997.
4. Articles of Amendment to Articles of Incorporation of Morphogenesis, Inc. increasing the aggregate number of shares for which the corporation is authorized to issue from 10,000 to 10,000,000 were filed with the Secretary of State of Florida on October 8, 2001.
5. Pursuant to the laws of the State of Florida, the Articles of Incorporation of the corporation are hereby amended and restated in their entirety as follows:

**ARTICLES OF INCORPORATION
OF
MORPHOGENESIS, INC.**

ARTICLE I

NAME

The name of the corporation shall be MORPHOGENESIS, INC. (the "Corporation") and the principal office and mailing address of the Corporation is 10209 Bay Club Court, Tampa, Florida 33607.

ARTICLE II

PURPOSE

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue two classes of shares to be designated, respectively, "Preferred Stock" and "Common Stock." The number of shares of Preferred Stock authorized to be issued is Five Million (5,000,000). The number of shares of Common Stock authorized to be issued is Fifty Million (50,000,000). The Preferred Stock and the Common Stock shall each have a par value of \$0.001 per share.

(A) Provisions Relating to the Common Stock. Each holder of Common Stock is entitled to one vote for each share of Common Stock standing in such holder's name on the records of the Corporation on each matters submitted to a vote of the stockholders, except as otherwise required by law.

(B) Provisions Relating to the Preferred Stock. The Board of Directors (the "Board") is authorized, subject to limitations prescribed by law and the provisions of this article, to provide for the issuance of the shares of Preferred Stock in one or more series, and by filing an amendment to these Articles of Incorporation pursuant to Section 607.0602 of the Florida Business Corporation Act, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board

with respect to each series shall include, but not be limited to, determination of the following:

- (1) The number of shares constituting that series and distinctive designation of that series;
- (2) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which dates or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (3) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (4) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;
- (5) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (6) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (7) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of share of that series;
- (8) Any other relative or participation rights, preferences and limitations of that series; and
- (9) If no shares of any series of Preferred Stock are outstanding, the

elimination of the designation, powers, preferences, and right of such shares, in which event such shares shall return to their status as authorized but undesignated Preferred Stock.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 10209 Bay Club Court, Tampa, Florida 33607, and the name of the registered agent of the Corporation at that address is Michael J.P. Lawman.

ARTICLE V

SPECIAL MEETINGS

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by the General Corporation Law of the State of Florida, may be called by the President, the Board of Directors or by shareholders holding at least fifty percent (50.0%) of the issued and outstanding stock of the Corporation.

ARTICLE VI

DIRECTORS

The number of directors constituting the entire Board shall be as fixed from time to time by vote of a majority of the entire Board, provided, however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office.

ARTICLE VII

BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE VIII

LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any amendment or repeal of this Article VIII will not eliminate or reduce the effect of any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal.

ARTICLE IX

AMENDMENT

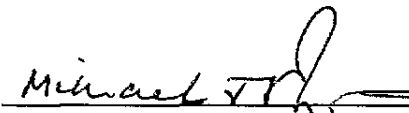
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

{END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION}

6. These Amended and Restated Articles of Incorporation (this "Restatement") were approved by the Board of Directors of the Corporation by Unanimous Written Consent dated May 17, 2003.

7. The corporation has 8,272,913 shares of common stock that were entitled to vote on this Restatement. Holders of 7,610,700 shares of common stock voted in favor of the Restatement by majority written consent dated May 17, 2003. Notice and a copy of these Amended and Restated Articles of Incorporation were given to the non-consenting shareholders in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, being the President of the corporation,
hereby makes and files these Amended and Restated Articles of Incorporation, hereby declaring
and certifying that the facts herein stated are true under the seal of the corporation this _____
day of _____, 2003.



Michael J.P. Lawman, President