

Division of Corporations

Page 1 of 2

**P95000086464**

Florida Department of State  
Division of Corporations  
Public Access System

*DEW*

## Electronic Filing Cover Sheet

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**RESUBMIT**

Please give original  
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To:  
Division of Corporations  
Fax Number : (850)205-0380

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)521-1030

RECEIVED  
03 JUN 27 AM 11:14  
CORPORATION SERVICE COMPANY

*\* Please give original submission date as***BASIC AMENDMENT****HAND BRAND DISTRIBUTION INC.***filed date*

Certificate of Status	0
Certified Copy	0
Page Count	21 00
Estimated Charge	\$35.00

03 JUN 16 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

orig rec.  
6/16/03

*Amend +  
N/C*



FLORIDA DEPARTMENT OF STATE

Glenda B. Hood  
Secretary of State

June 18, 2003

HAND BRAND DISTRIBUTION INC.  
9845 NE 2ND AVE  
MIAMI SHORES, FL 33138

SUBJECT: HAND BRAND DISTRIBUTION INC.  
REF: P95000086464

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

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) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H03000214537  
Letter Number: 703A00037638

**CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
HAND BRAND DISTRIBUTION INC.**

FILED  
03 JUN 16 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**The undersigned, being the Sole Director and President of Hand Brand Distribution Inc., a corporation existing under the laws of the State of Florida, and majority shareholders representing 51% of the voting power, do hereby certify and declare as follows:**

- 1. The amendment to the Articles of Incorporation of Hand Brand Distribution Inc. set forth below was approved unanimously by the Board of Directors of the Corporation effective as of June 10, 2003.**
- 2. The amendment to the Articles of Incorporation set forth below was approved by a majority consent of the shareholders of the Corporation executed on June 10, 2003, pursuant to Sections 607.10025 and 607.1006 of the Florida Statutes. Notice was given pursuant to Section 607.0704 of the Florida Statutes.**
- 3. Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety as follows:**

**The name of this Corporation shall be: GeneThera, Inc.**

- 4. Article IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety as follows:**

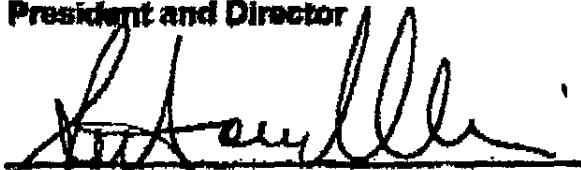
**This Corporation is authorized to issue and have outstanding at any time the maximum number of One Hundred Million (100,000,000) shares of Common Stock having a par value of \$.001 per share, and Twenty Million (20,000,000) shares of Preferred Stock having a par value of \$.001 per share. The Board of Directors may authorize the issuance from time**

to time of the Preferred Stock in one or more series with such designations and such powers, preferences and rights, and the qualifications, limitations or restrictions thereof (which may differ with respect to each series) as the Board may fix by Resolution.


IN WITNESS WHEREOF, we have signed this Certificate of Amendment this 10<sup>th</sup> day of June, 2003.

HAND BRAND DISTRIBUTION INC.

  
Antonio Milici, M.D., Ph.D.  
President and Director

  
Antonio Milici, M.D., Ph.D.  
Majority Shareholder representing 33%  
1,000,000 shares

  
1818, llc.  
Majority Shareholder representing 5%  
150,000 shares

  
springlodea.com Inc.  
Majority Shareholder representing 3%  
100,000 shares

  
Nicolas Wolfner  
Majority Shareholder representing 5%  
150,000 shares

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FROM : THE REGENCY GROUP  
06/10/2003 15:18 3034536377


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GENETHERA

Jun. 10 2003 03:28PM P2  
PAGE 01

JUN-10-03 04:43pm From-


T-701 P.04/06 F-278

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**The Regency Group**  
Majority Shareholder representing 3%  
115,000 shares

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**Gary D. Langstaff**  
Majority Shareholder representing 5%  
100,000 shares

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**UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF  
THE BOARD OF DIRECTORS AND MAJORITY SHAREHOLDERS OF  
HAND BRAND DISTRIBUTION INC.**

**June 10, 2003**

**Pursuant to the Sections 607.10025 and 607.1006 of the Florida Statutes, which provides that any action required to be taken at a meeting of the Board of Directors of a Florida corporation may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors, the undersigned, being the sole Director of Hand Brand Distribution, Inc., a Florida corporation (the "Corporation"), does hereby waive any and all notices that may be required to be given with respect to a meeting of the Directors of the Corporation and does hereby take, ratify, affirm and approve the following actions:**

**RESOLVED, that the Resolution and Certificate of Amendment to the Articles of Incorporation of Hand Brand Distribution, Inc. ("Articles of Incorporation") attached hereto are hereby approved and passed in their entirety such that the matters set forth therein do hereby constitute the actions of this Board;**

**FURTHER RESOLVED, that the following amendments to the Articles of Incorporation are approved, to-wit:**

**AMENDMENT ONE**

**Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety as follows:**

**The name of this Corporation shall be: GeneThera, Inc.**

**AMENDMENT TWO**

**Article IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety as follows:**

**This Corporation is authorized to issue and have outstanding at any time the maximum number of One Hundred Million (100,000,000) shares of Common Stock having a par value of \$.001 per share, and Twenty Million (20,000,000)**

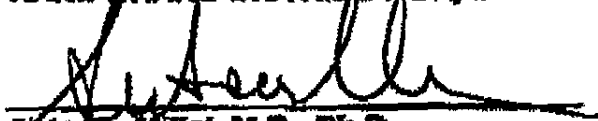
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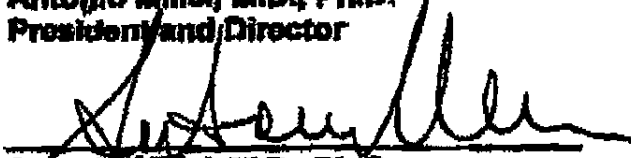
shares of Preferred Stock having a par value of \$.001 per share. The Board of Directors may authorize the issuance from time to time of the Preferred Stock in one or more series with such designations and such powers, preferences and rights, and the qualifications, limitations or restrictions thereof (which may differ with respect to each series) as the Board may fix by Resolution.

The undersigned, being all of the Directors and majority Shareholders representing 55% of the voting power of the Corporation, hereby unanimously consent to, approve and adopt the foregoing actions as of this 10<sup>th</sup> day of June, 2003, notwithstanding the actual date of the signing.

**HAND BRAND DISTRIBUTION, INC.**



**Antonio Milici, M.D., Ph.D.**  
President and Director



**Antonio Milici, M.D., Ph.D.**  
Majority Shareholder representing 33%  
1,000,000 shares



**1819, Inc.**  
Majority Shareholder representing 5%  
150,000 shares



**springdose.com Inc.**  
Majority Shareholder representing 3%  
100,000 shares



**Nicolas Wollner**  
Majority Shareholder representing 5%  
150,000 shares

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PAGE 10/ 21

FROM : THE REGENCY GROUP  
06/10/2003 15:10 3034536377

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Jun. 10 2003 03:28PM P1

PAGE 02

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T-700 P.02/04 F-270

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**The Regency Group**  
**Majority Shareholder representing 3%**  
**115,000 shares**  
**Gary L. Langstaff**  
**Majority Shareholder representing 5%**  
**180,000 shares**



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shares of Preferred Stock having a par value of \$.001 per share. The Board of Directors may authorize the issuance from time to time of the Preferred Stock in one or more series with such designations and such powers, preferences and rights, and the qualifications, limitations or restrictions thereof (which may differ with respect to each series) as the Board may fix by Resolution.


The undersigned, being all of the Directors and majority Shareholders representing 55% of the voting power of the Corporation, hereby unanimously consent to, approve and adopt the foregoing actions as of this 10<sup>th</sup> day of June, 2003, notwithstanding the actual date of the signing.

HAND BRAND DISTRIBUTION, INC.

  
Antonio Milici, M.D., Ph.D.  
President and Director  
Antonio Milici, M.D., Ph.D.  
Majority Shareholder representing 33%  
1,000,000 shares

---

1919, llc.  
Majority Shareholder representing 5%  
150,000 shares

  
springloose.com Inc.  
Majority Shareholder representing 3%  
100,000 shares

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Nicolas Wollner  
Majority Shareholder representing 5%  
150,000 shares

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**The Regency Group**  
**Majority Shareholder representing 3%**  
**115,000 shares**

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**Gary L. Langstaff**  
**Majority Shareholder representing 5%**  
**150,000 shares**

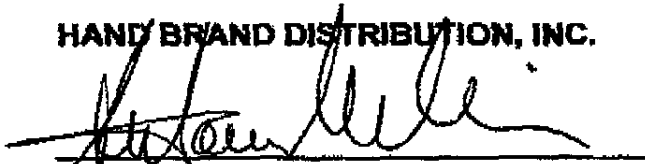
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to time of the Preferred Stock in one or more series with such designations and such powers, preferences and rights, and the qualifications, limitations or restrictions thereof (which may differ with respect to each series) as the Board may fix by Resolution.

IN WITNESS WHEREOF, we have signed this Certificate of Amendment this 10<sup>th</sup> day of June, 2003.

HAND BRAND DISTRIBUTION, INC.

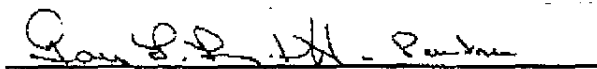


Antonio Milici, M.D., Ph.D.  
President and Director



Antonio Milici, M.D., Ph.D.  
Majority Shareholder representing 33%  
1,000,000 shares

1919, llc.  
Majority Shareholder representing 5%  
150,000 shares

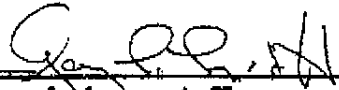


springloose.com Inc.  
Majority Shareholder representing 3%  
100,000 shares

Nicolas Wollner  
Majority Shareholder representing 5%  
150,000 shares

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**The Regency Group**  
**Majority Shareholder representing 3%**  
**115,000 shares**



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**Gary L. Langstaff**  
**Majority Shareholder representing 5%**  
**150,000 shares**

Jun 09 03 11:54a

Gard L Langstaff

870 870 9803

p.2

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**ARTICLE III****Capital Stock**

The total amount of capital stock which this Corporation shall have the authority to issue shall be 100,000,000 shares of Common Stock of the par value of \$0.001 per share, and 10,000,000 shares of Preferred Stock of the par value of \$0.001 per share.

The Preferred Stock may be issued from time to time in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors. The Board of Directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock including those matters set forth below.

(1) The distinctive designation of all series and the number of shares that shall constitute those series.

(2) The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment.

(3) The redemption price or prices, if any, for the shares of each, any and all series.

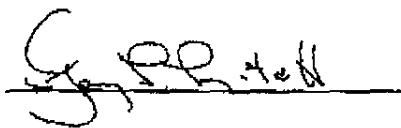
(4) The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.

(5) The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.

(6) The voting rights, if any, of the holders of shares of each series.

The undersigned hereby grant permission to use our voting shares as part of the affirmative vote to file the aforementioned Amendments for the Articles of Incorporation for GeneThera Inc., a Florida Corporation.

Signed,



GARD L. LANGSTAFF  
Print Name and Title  
PRESIDENT  
Squibb Institute

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Gary L Langstaff

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### ARTICLE III

#### Capital Stock

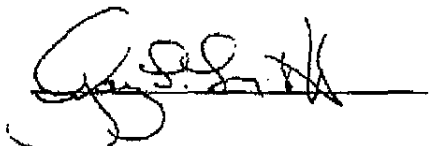
The total amount of capital stock which this Corporation shall have the authority to issue shall be 100,000,000 shares of Common Stock of the par value of \$0.001 per share, and 10,000,000 shares of Preferred Stock of the par value of \$0.001 per share.

The Preferred Stock may be issued from time to time in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors. The Board of Directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock including those matters set forth below.

- (1) The distinctive designation of all series and the number of shares that shall constitute those series.
- (2) The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment.
- (3) The redemption price or prices, if any, for the shares of each, any and all series.
- (4) The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.
- (5) The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.
- (6) The voting rights, if any, of the holders of shares of each series.

The undersigned hereby grant permission to use our voting shares as part of the affirmative vote to file the aforementioned Amendments for the Articles of Incorporation for GeneThera Inc., a Florida Corporation.

Signed,

  
GARY L. LANGSTAFF  
Print Name and Title

FROM : THE REGENCY GROUP

FAX NO. : 3037717310

Jun. 29 2003 11:51AM P2

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June 9, 2003

GeneThera Inc.  
3930 Youngfield Blvd.  
Wheat Ridge, CO 80033

Dear Dr. Milici,

THE REGENCY GROUP, owner of 115,000 voting shares of GeneThera Inc. Common stock trading on the Over-The-Counter Bulletin Board under the symbol (GTHA) is offering this proxy for an affirmative vote in consideration for the filing of the following amendments to the Articles of Incorporation with the State of Florida.

#### PURPOSE OF THE AMENDMENT

##### Change of Name to GeneThera, Inc.

On April 8, 2003, the Company acquired 51% of the outstanding common stock of GeneThera, Inc., a Colorado corporation, which is in the development stage and is developing proprietary diagnostic assays for the agricultural and veterinary markets. The Board of Directors believes that changing the Company's name from Hand Brand Distribution, Inc. to GeneThera, Inc. will align the Company's name with its ongoing primary business operations and be a meaningful and appropriate name for the Company.

The authorized capital of the Company currently consists of 3,125,000 of Common Stock, \$0.001 par value per share. If the Amendment is approved, the authorized Common Stock will be 100,000,000 shares. There are currently 2,988,598 shares of Common Stock issued and outstanding.

If the shareholders approve this increase in the number of shares of Common Stock we are authorized to issue, we would be able to issue stock for any valid corporation purpose that the Board may deem advisable, including stock splits and stock dividends, financings, funding employee benefit plans and acquisitions. The availability of additional shares of Common Stock for issuance will provide us with greater flexibility in taking any of these actions without the delay or expense of obtaining shareholder approval for the particular transaction, except to the extent required by state law or other regulatory requirements. No specific issuances of our common stock are presently contemplated.

Although our Board of Directors will authorize the issuance of additional Common Stock based on its judgment as to our best interest and that of our shareholders, future issuance of Common Stock could have a dilutive effect on existing shareholders. Common shareholders are not now, and will not be entitled to preemptive rights to purchase shares of any authorized capital stock if additional shares are issued later. In addition, the issuance of additional shares of Common Stock could have the effect of

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making it more difficult for a third party to acquire a majority of our outstanding voting stock.

#### Authorization of 10,000,000 Shares of Preferred Stock

The Board of Directors has recommended that the Articles of Incorporation be amended to authorize 10,000,000 shares of Preferred Stock, \$0.001 par value, with voting powers, designations, preferences, and relative, participating, optional and other special rights, qualifications and restrictions thereof, which may be determined by the Board of Directors at the time of issuance. Any such issuances could be authorized by the Board of Directors without further action by the shareholders. However, no specific issuances are presently contemplated.

The authorization of 10,000,000 shares of Preferred Stock is intended to provide additional flexibility to the Company for possible capital reorganization, acquisitions, financings, exchange of securities, public offerings and other corporate purposes. By authorizing such shares at this time, the Board of Directors would be in a position to issue shares of Preferred Stock without the delay of calling a shareholders meeting or seeking written consents in lieu thereof if one or more suitable opportunities present themselves to the Company.

The issuance of Preferred Shares with voting rights could have an adverse effect on the voting power of the holders of Common Stock by increasing the number of outstanding shares having voting rights. In addition, if the Board of Directors authorizes the issuance of Preferred Stock with conversion rights, the number of common shares outstanding could potentially increase up to the authorized amount. The issuance of Preferred Stock could decrease the amount of earnings and assets available for distribution to holders of Common Stock and the issuance could also have the effect of delaying, deterring or preventing a change of control of the Company through the acquisition of shares of Common Stock, including a change of control that could result in a premium being offered over the market price for the Common Stock.

#### PROPOSED AMENDMENT TO ARTICLES OF INCORPORATION

In order to complete the Amendment, the Company's Board of Directors has unanimously adopted resolutions approving and recommending that shareholders authorize an Amendment to Article I and Article III of the Company's Articles of Incorporation to read as follows:

#### ARTICLE I

Name  
\_\_\_\_\_

The name of this corporation is CeneThera, Inc.



**ARTICLE III****Capital Stock**

The total amount of capital stock which this Corporation shall have the authority to issue shall be 100,000,000 shares of Common Stock of the par value of \$0.001 per share, and 10,000,000 shares of Preferred Stock of the par value of \$0.001 per share.

The Preferred Stock may be issued from time to time in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors. The Board of Directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock including those matters set forth below.

- (1) The distinctive designation of all series and the number of shares that shall constitute those series.
- (2) The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment.
- (3) The redemption price or prices, if any, for the shares of each, any and all series.
- (4) The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.
- (5) The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.
- (6) The voting rights, if any, of the holders of shares of each series.

The undersigned hereby grant permission to use our voting shares as part of the affirmative vote to file the aforementioned Amendments for the Articles of Incorporation for Gen'l'era Inc., a Florida Corporation.

Signed,



AARON LINKIN, MEMBER OF THE REGENCY GROUP  
Print Name and Title

Jun-10-03 12:53pm From-

T-787 P.03/03 F-276

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### ARTICLE III

#### Capital Stock

The total amount of capital stock which this Corporation shall have the authority to issue shall be 100,000,000 shares of Common Stock of the par value of \$0.001 per share, and 10,000,000 shares of Preferred Stock of the par value of \$0.001 per share.

The Preferred Stock may be issued from time to time in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors. The Board of Directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock including those matters set forth below.

- (1) The distinctive designation of all series and the number of shares that shall constitute those series.
- (2) The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment.
- (3) The redemption price or prices, if any, for the shares of each, any and all series.
- (4) The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.
- (5) The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.
- (6) The voting rights, if any, of the holders of shares of each series.

The undersigned hereby grant permission to use our voting shares as part of the affirmative vote to file the aforementioned Amendments for the Articles of Incorporation for GeneThera Inc., a Florida Corporation.

Signed,



Nicolas Wollner, Managing Partner, 1919 LLC

Jun-10-03 12:53pm From-

T-797 P.02/03 F-278

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### ARTICLE III

#### Capital Stock

The total amount of capital stock which this Corporation shall have the authority to issue shall be 100,000,000 shares of Common Stock of the par value of \$0.001 per share, and 10,000,000 shares of Preferred Stock of the par value of \$0.001 per share.

The Preferred Stock may be issued from time to time in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors. The Board of Directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock including those matters set forth below.

- (1) The distinctive designation of all series and the number of shares that shall constitute those series.
- (2) The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment.
- (3) The redemption price or prices, if any, for the shares of each, any and all series.
- (4) The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.
- (5) The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.
- (6) The voting rights, if any, of the holders of shares of each series.

The undersigned hereby grant permission to use our voting shares as part of the affirmative vote to file the aforementioned Amendments for the Articles of Incorporation for GeneThera Inc., a Florida Corporation.

Signed,



Nicolas Wollner, Owner

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## **RESOLUTION**

**A RESOLUTION OF HAND BRAND DISTRIBUTION, INC., AMENDING THE ARTICLES OF INCORPORATION TO CHANGE THE CORPORATE NAME AND TO PROVIDE FOR A MAXIMUM OF 100,000,000 SHARES OF COMMON STOCK AND 20,000,000 SHARES OF PREFERRED STOCK.**

**WHEREAS, the Board of Directors ("Board") has determined the Company name should be changed and a provision should be made for a maximum of 100,000,000 shares of Common Stock and 20,000,000 shares of Preferred Stock, all by amendment of the Articles of Incorporation.**

**NOW, THEREFORE, BE IT RESOLVED by the Board of Directors that the Articles of Incorporation are amended as follows, to-wit:**

### **AMENDMENT ONE**

**Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety as follows:**

**The name of this Corporation shall be: GeneThera, Inc.**

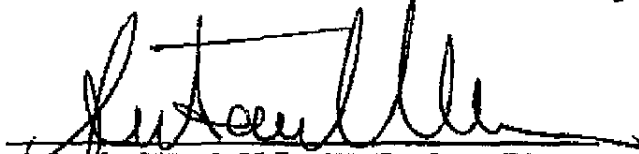
### **AMENDMENT TWO**

**Article IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety as follows:**

**This Corporation is authorized to issue and have outstanding at any time the maximum number of One Hundred Million (100,000,000) shares of Common Stock having a par value of \$.001 per share, and Twenty Million (20,000,000) shares of Preferred Stock having a par value of \$.001 per share. The Board of Directors may authorize the issuance from time to time of the Preferred Stock in one or more series with such designations and such powers, preferences and rights, and the qualifications, limitations or restrictions thereof (which may differ with respect to each series) as the Board may fix by Resolution.**

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**PASSED and APPROVED on the 10<sup>th</sup> day of June, 2003.**



**Antonio Milici, M.D., Ph.D., Sole Director**