

08/18/03 MON 11:49 FAX

GUNSTER, YOAKLEY

002

Page 1 of 2

P96000036503

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000254901 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT. LA
Account Number : I19990000012
Phone : (954) 468-1355
Fax Number : (954) 523-1722

RECEIVED

03 AUG 18 PM 12:14

DIVISION OF CORPORATIONS

BASIC AMENDMENT
VIATRONIX INCORPORATED

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

2003 AUG 18 PM 4:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amendment

08/18/03

DC



GunsterYoakley
ATTORNEYS AT LAW

Ft. Lauderdale • Miami • Palm Beach • Stuart • Vero Beach • West Palm Beach

FAX COVER SHEET

Broward Financial Centre, Suite 1400
500 East Broward Boulevard
Ft. Lauderdale, Florida 33394

Phone: 954-462-2000
Fax: 954-523-1722
Website: www.gunster.com

DATE: August 18, 2003

TO: Darlene Connell,
Document Specialist

FIRM: Corporations Division
Florida Department of
State

FAX NO: 850-205-0380

PHONE NO:

FROM: Jeannie J. Ha, Paralegal

PHONE NO: ext. 428

E-MAIL: jha@gunster.com

CLIENT NO: 21116.09000

7 PAGES INCLUDING COVER

MESSAGE:

PLEASE SEE THE ATTACHED DOCUMENTS REGARDING MEGASEX, INC.:

1. A COPY OF OUR ORIGINAL ELECTRONIC FILING COVER SHEET;
2. A COPY OF YOUR CORRESPONDENCE DATED AUGUST 18, 2003, REQUESTING CORRECTIONS; AND
3. OUR CORRECTED ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MEGASEX, INC.

PLEASE CALL ME AT 954-713-6428 IF YOU HAVE ANY QUESTIONS. THANK YOU.

223503

08/18/03 MON 11:48 FAX

GUNSTER, YOAKLEY

**GunsterYoakley**
ATTORNEYS AT LAW

Ft. Lauderdale • Miami • Palm Beach • Stuart • Vero Beach • West Palm Beach

FAX COVER SHEETBroward Financial Centre, Suite 1400
500 East Broward Boulevard
Ft. Lauderdale, Florida 33394Phone: 954-462-2000
Fax: 954-523-1722
Website: www.gunster.com

DATE: August 18, 2003

TO: Darlene Connell,
Document SpecialistFIRM: Corporations Division
Florida Department of
State

FAX NO: 850-205-0380

PHONE NO:

FROM: Jeannie J. Ha, Paralegal

PHONE NO: ext. 428

E-MAIL: jha@gunster.com

CLIENT NO: 21116.09000

7 PAGES INCLUDING COVER

MESSAGE:

REFERENCE NO.: P96000036503

PLEASE SEE THE ATTACHED DOCUMENTS REGARDING VIATRONIX
INCORPORATED ("VIATRONIX"):

1. A COPY OF OUR ORIGINAL ELECTRONIC FILING COVER SHEET;
2. A COPY OF YOUR CORRESPONDENCE DATED AUGUST 18, 2003,
REQUESTING CORRECTIONS; AND
3. OUR CORRECTED ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF VIATRONIX

PLEASE CALL ME AT 954-713-6428 IF YOU HAVE ANY QUESTIONS. THANK YOU.

223503

Confidentiality Notice: The information contained in this transmission is legally privileged and confidential, intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you receive this communication in error, please notify us immediately by telephone (collect) and return the original message to us at the above listed address via the U.S. Postal Service. We will reimburse you for postage and/or telephone expenses involved.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 18, 2003

VIASTRONIX INCORPORATED
25 EAST LOOP ROAD
SUITE 201
STONY BROOK, NY 11790US

SUBJECT: VIASTRONIX INCORPORATED
REF: P96000036503

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 amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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. #: H03000254901
Letter Number: 703A00046694

08/18/03 MON 11:50 FAX

GUNSTER, YOAKLEY

FAX AUDIT NO.: H03000254901 9

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
2003 AUG 18 PM 4:27

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
VIATRONIX INCORPORATED**

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), Viatronix Incorporated (the "Corporation") hereby adopts the following Amendment to its Articles of Incorporation, as amended (the "Amendment"):

This Amendment was approved by the members of the Board of Directors at a Special Meeting of the Board of Directors effective as of July 23, 2003, in accordance with Section 607.0820, Florida Statutes, which votes were sufficient for approval. Shareholder action was not required pursuant to the Corporation's Articles of Incorporation and Section 607.0602, Florida Statutes.

1. The name of the Corporation is Viatronix Incorporated.
2. This Amendment to the Corporation's Articles of Incorporation shall

amend and restate Article III to read in its entirety as follows:

Capital Stock

1. The number of shares which this Corporation shall have authority to issue is Sixty Million (60,000,000) shares of Common Stock with a par value of \$.0001 per share and Ten Million (10,000,000) shares of Preferred Stock with a par value of \$.0001 per share.

2. The Preferred Stock authorized by the Articles of Incorporation may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations or restrictions of such Preferred Stock, including without limitation, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

FAX AUDIT NO.: H03000254901 9

08/18/03 MON 11:50 FAX

GUNSTER, YOAKLEY

FAX AUDIT NO.: H03000254901 9

3. Of the Ten Million (10,000,000) authorized shares of Preferred Stock, One Hundred Fifty Thousand (150,000) shares of Preferred Stock shall hereinafter be designated as Series A Preferred Stock, subject to the following terms:

a. The holders of Series A Preferred Stock shall have no voting or veto rights at any annual or special meeting of shareholders of the Corporation, or with respect to any matter that requires shareholder approval, except as required by law.

b. The holders of Series A Preferred Stock shall be entitled to payment of dividends, with respect to each share of Series A Preferred Stock, out of the funds of the Corporation legally available for the payment of dividends only if, as and when declared by the Board of Directors.

c. The holders of Series A Preferred Stock shall have conversion rights as follows:

i) Each share of Series A Preferred Stock shall automatically be convertible into ten (10) shares of Common Stock of the Corporation (hereinafter the "Automatic Conversion") upon:

(a) the closing of the Corporation's first underwritten public offering comprising the sale of Common Stock of the Corporation pursuant to an effective registration statement under the Securities Act of 1933 (as amended);

(b) the closing of a sale of all or substantially all of the assets of the Corporation;

(c) the closing of a reorganization, merger, consolidation or other corporate transaction involving the Corporation (a "Corporate Transaction"), in each case, with respect to which the shareholders of the Corporation immediately prior to such Corporation Transaction do not, immediately after the Corporate Transaction, own 60% or more of the combined voting power of the corporation resulting from such Corporate Transaction; or

(d) the approval by shareholders of the liquidation, dissolution, or winding up of the Corporation.

ii) Upon the Automatic Conversion, the Corporation shall provide the holders of the Series A Preferred Stock written notice of such event. Despite the date of the notice, the Automatic Conversion shall be deemed to have been effected immediately prior to the closing of the events described in this subsection i).

iii) As promptly as practicable after receiving written notice hereunder, the holders of Series A Preferred Stock shall surrender to the

FAX AUDIT NO.: H03000254901 9

GUNSTER, YOAKLEY

08/18/03 MON 11:51 FAX

FAX AUDIT NO.: H03000254901 9

Corporation, at its principal office, the certificate or certificates representing the shares of Series A Preferred Stock. Thereafter, the Corporation shall deliver or cause to be delivered one or more certificates representing the aggregate number of validly issued, fully paid and nonassessable shares of Common Stock to which the holders of Series A Preferred Stock are entitled.

d. Shares of Series A Preferred Stock are non-redeemable.

e. In the event of the liquidation, dissolution, or winding up of then Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock shall not be entitled to any liquidation preferences out of the assets of the Corporation available for distribution to shareholders. Under such distribution, the remaining assets of the Corporation shall be divided pro rata among all shares of Common Stock, inclusive of the shares of Common Stock into which shares of Series A Preferred Stock are convertible.

4. Of the Ten Million (10,000,000) authorized shares of Preferred Stock, Six Million (6,000,000) shares of Preferred Stock shall hereinafter be designated as Series B Preferred Stock, subject to the following:

a. Dividends. The Series B Preferred Stock shall not accrue or accumulate any dividends, but shall participate pro rata with the Common Stock in any dividends declared and paid by the Corporation if, as and when any such dividends may be declared by the Board of Directors.

b. Conversion. The Series B Preferred Stock may be converted into Common Stock at any time, in whole or in part, at the option of each holder of the Series B Preferred Stock. Each share of Series B Preferred Stock shall be converted into shares of Common Stock in a ratio equal to the Purchase Price per share of the Series B Preferred Stock divided by the Conversion Price. The "Conversion Price" initially shall be \$0.20. The Conversion Price shall be subject to adjustment as provided below.

(i) Automatic Conversion. In the event of: (1) an underwritten public offering of shares of the Corporation at a total offering of not less than \$5,200,000 at a price per share not less than the Purchase Price (a "Qualifying IPO"); or (2) the consent of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock, the Series B Preferred Stock shall be automatically converted into Common Stock at the then applicable Conversion Price.

(ii) Adjustment Provisions. If the Corporation shall, at any time or from time to time after the issuance of the Series B Preferred Stock, effect a subdivision of the outstanding Common Stock, the Conversion Price then in effect immediately before that subdivision shall be proportionately decreased. If the Corporation shall at any time or from time to time after the issuance of the Series B Preferred Stock, combine the outstanding shares of Common Stock, the Conversion Price then in effect immediately before the combination shall be proportionately increased.

FAX AUDIT NO.: H03000254901 9

08/18/03 MON 11:51 FAX

GUNSTER, YOAKLEY

007

FAX AUDIT NO.: H03000254901 9

Any adjustment shall become effective at the close of business on the date the subdivision or combination becomes effective.

c. Voting. The holders of Series B Preferred Stock shall vote with the holders of Common Stock on an as-converted basis and shall vote as a separate series on all matters relating to or which may adversely affect the Series B Preferred Stock in accordance with Florida law.

d. Liquidation. In the event of any merger, consolidation, liquidation, dissolution, or reorganization or similar transaction that results in a change of control of the Corporation or a sale of all or substantially all of the assets of the Corporation (any of the foregoing events being referred to as a "Sale of the Corporation"), the holders of Series B Preferred Stock shall be entitled to receive: (i) in the event of a Sale of the Corporation at an aggregate gross purchase price of \$5,200,000 or less, prior to and in preference to the holders of Common Stock and any other capital stock of the Corporation, an amount in cash equal to 100% of the purchase price for each share of Series B Preferred Stock held by such holders, or (ii) in the event of a Sale of the Corporation is at an aggregate gross purchase price in excess of \$5,200,000, the amount that would be received by the holders of Series B Preferred Stock if they had converted the Series B Preferred Stock to Common Stock immediately prior to the Sale of the Corporation (collectively, the "Liquidation Payments"). If the assets and funds thus distributed among the holders of the Series B Preferred Stock are insufficient to permit the payment to such holders of Liquidation Payments, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of Series B Preferred Stock in proportion to the number of shares of Series B Preferred Stock held by each such holder.

e. Redemption. Shares of Series B Preferred Stock are non-redeemable.

IN WITNESS WHEREOF, the Corporation has caused the foregoing Articles of Amendment to the Articles of Incorporation to be signed as of July 23, 2003.

VIATRONIX INCORPORATED

By: 

DAVID BARNITT
Chief Executive Officer

FTL 235773.2

FAX AUDIT NO.: H03000254901 9