

For Use Only

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VALIDATION ONLY

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

International Biological Resources, Inc.

☐ PROFIT  
☐ NON-PROFIT

☒ AMENDMENT

☐ MERGER

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

☐ LIMITED PARTNERSHIP  
☐ REINSTATEMENT

☐ ANNUAL REPORT  
☐ OTHER

☐ RESERVATION

☐ CERTIFIED COPY

☐ PHOTO COPIES

☐ CERTIFICATE UNDER SEAL

☐ WALK IN

☐ WILL WAIT

☐ PICK UP

☒ MAIL OUT

☐ CALL

☐ AFTER 4:00

97 OCT - 3 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name  
Availability

Document  
Examiner

Updater

Updater  
Verifier

Acknowledgment

W.P. Verifier

CR2E031 (R4-84)

AM  
10/8/97  
DRG

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL BIOLOGICAL RESOURCES, INC.

FILED  
97 OCT -3 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\* \* \*

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: INTERNATIONAL BIOLOGICAL RESOURCES, INC.

2. Article III of the Articles of Incorporation is hereby amended to read as follows:

Article III. The total number of shares of stock which the Corporation shall have the authority to issue shall be 30,000,000 shares of Common Stock of the par value of \$.001 per share and 6,000,000 shares of Preferred Stock of the par value of \$.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 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.

Each share of the Corporation's outstanding Class A Common Stock and Class B Common Stock shall be and they are hereby automatically changed (without any further act) into one-sixth of a share of Common Stock, \$.001 par value per share (the "New Common Stock"). Any fractional share interests that occur as a result of the foregoing changes shall be increased to the next whole share.

The foregoing changes shall be accomplished in the following manner:

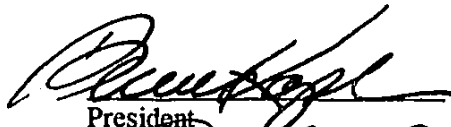
(1) All certificates representing issued and outstanding shares of Class A Common Stock and Class B Common Stock which are in existence as of the close of business on the Record Date of September 30, 1997 (the "Old Common Stock") shall thereafter, without any further action being taken, represent one-sixth the number of shares of the Corporation's New Common as they theretofore represented of the Old Common Stock.


(2) The appropriate officers of the Corporation are authorized and directed, as soon as practicable after the close of business on the Record Date, to request the shareholders to deliver their Old Common Stock certificates to the Corporation in exchange for stock certificates representing the appropriate number of shares of New Common Stock to which they shall be entitled pursuant to the foregoing change.

(3) The Board of Directors of the Corporation or any executive committee thereof is empowered to adopt further rules and regulations concerning the foregoing change and to appropriately adjust any outstanding options, warrants, stock subscriptions or other securities which are convertible into shares of the Corporation's common stock.

3. The foregoing amendments were duly adopted by the directors of the Corporation on September 27, 1997. The foregoing amendments were duly adopted by the shareholders of the Corporation by written consent of the holders a number of shares of the Old Common Stock, the only group entitled to vote, sufficient for approval on September ~~27~~, 1997.

Dated: September ~~27~~, 1997

  
President

  
Secretary  
Pamela Childers