

IBC P96000091579  
AHn: Gary Simon  
Requestor's Name  
2150 US A14. 19  
Address  
Palm Harbor, FL 34683  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 JUL 21 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM  
7/22  
CRC

Examiner's Initials

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

INTERNATIONAL BIONUTRIENTS CORPORATION

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of INTERNATIONAL BIONUTRIENTS CORPORATION (the "Corporation") shall be amended as follows:

ARTICLE V - CAPITAL STOCK of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE V - CAPITAL STOCK

A. Authorized Capital. The aggregate number of shares which the Corporation shall have authority to issue shall be: (i) Forty Million (40,000,000) shares of common stock, having a par value of \$.01 per share, consisting of Thirty-Three Million Five Hundred Thousand (33,500,000) shares of Class A Voting Common Stock and Six Million Five Hundred Thousand (6,500,000) shares of Class B Non-Voting Common Stock, and (ii) Ten Million (10,000,000) shares of Preferred Stock, having a par value of \$.001 per share.

B. Preferred Stock. The shares of Preferred Stock may be issued by the Corporation in one or more series. The Board of Directors of the Corporation is vested with authority to determine and state the designations and the preferences, limitations, relative rights, and voting rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to the Articles of Incorporation of the Corporation determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law (a "Preferred Stock Amendment"). All shares of Preferred Stock of the same series shall be identical with each other in all respects. The holders of shares of Preferred Stock have the right, voting separately by class or by series, to cast one vote for each duly authorized, issued and outstanding share of Preferred Stock held by them upon each question or matter in respect of which, under the Act, such holders are entitled to vote by class or by series. The holders of a series of Preferred Stock shall also have such other voting rights, if any, as may have been provided for such series in a Preferred Stock Amendment.

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C. Common Stock. All shares of Class A Voting Common Stock and shares of Class B Non-Voting Common Stock shall be identical in every respect and shall entitle the holders thereof to the same rights and privileges, except that the holders of shares of Class B Non-Voting Common Stock shall have no voting rights of any kind or nature whatsoever.

D. Conversion of Class B Non-Voting Common Stock. Each holder of Class B Non-Voting Common Stock shall be entitled, at any time on or after August 1, 1999, to convert any or all of the shares of Class B Non-Voting Common Stock held by such holder into an equal number of shares of Class A Voting Common Stock. Each conversion of shares of Class B Non-Voting Common Stock into shares of Class A Voting Common Stock shall be effected by the surrender of the certificate(s) evidencing the shares of Class B Non-Voting Common Stock to be converted at the principal office of the Corporation (or such other office or location designated by the Corporation), during normal business hours, together with written notice by the holder of such Class B Non-Voting Common Stock stating that such holder desires to convert the shares, or a stated number of shares, of Class B Non-Voting Common Stock represented by such certificate(s) into Class A Voting Common Stock, which notice shall also state the name or names (with addresses) and denominations in which the certificate(s) for Class A Voting Common Stock shall be issued and shall include instructions for delivery thereof. Promptly after such surrender and the receipt of such written notice, the Corporation shall issue and deliver, in accordance with such instructions, certificate(s) representing the Class A Voting Common Stock issuable upon such conversion. Such conversion shall be deemed to be effective on the opening of business on the date on which such certificate(s) shall have been surrendered and such notice shall have been received, and at such times the rights of the holder of such Class B Non-Voting Common Stock (or specified portion thereof) as such holder shall cease and the person(s) in whose name(s) the certificate(s) for shares of Class A Voting Common Stock are to be issued upon such conversion shall be deemed to have become the holder(s) of record of the shares of Class A Voting Common Stock represented thereby. The shares of Class B Non-Voting Common Stock which are so converted shall not be re-issued. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Voting Common Stock, solely for purposes of effecting the foregoing conversion, the number of shares of Class A Voting Common Stock which shall then be issuable upon conversion of all the then outstanding shares of Class B Non-Voting Common Stock.

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The foregoing Articles of Amendment to the Articles of Incorporation of the Corporation was approved and adopted by unanimous consent of all members of the Board of Directors of the Corporation and all shareholders of the Corporation entitled to vote on the Articles of Amendment on the 15<sup>th</sup> day of July, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Articles of Amendment to the Articles of Incorporation this 18<sup>th</sup> day of July, 1997.

INTERNATIONAL BIONUTRIENTS CORPORATION

By:   
Gary Simon, President

STATE OF FLORIDA

COUNTY OF Hillborough

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of July, 1997, by GARY SIMON, President of International BioNutrients Corporation, on behalf of the corporation.



  
NOTARY PUBLIC  
My Commission Expires: