

P96000101844 FILE 1st

FILING COVER SHEET

REFERENCE: 204,5632
DATE: 2-17-99
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Occulogix Corporation

FILED
99 FEB 17 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 4308 FOR \$ 43.75

600002777746-9
-02/17/99-01028-021
*****92.50 *****43.75

PLEASE FILE:

- () ARTICLES OF INC. (X) AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- (X) CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials [Handwritten Signature] 3/3

99 FEB 17 1:24 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 17, 1999

CORPORATE & CRIMINAL RESEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: OCCULOGIX CORPORATION
Ref. Number: P96000101844

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We have received your document for OCCULOGIX CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 999A00007245

*Teresa, please see article 4 + 6
for shareholder statement*

RECEIVED

99 MAR -3 4 11 44

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Thanks

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
OCCULOGIX CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Occulogix Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on December 13, 1996 and were amended on April 10, 1997, June 6, 1997, January 12, 1998 and April 29, 1998.

2. The Corporation is currently authorized to issue 55,000,000 shares divided into the following: (i) 1,000,000 shares of Series A Convertible Preferred Stock, \$.001 par value (the "Series A Preferred Stock"), (ii) 19,000,000 shares of Undesignated Serial Preferred Stock, \$.001 par value, (iii) 30,000,000 shares of Common Stock, \$.001 par value, and (iv) 5,000,000 shares of Non-voting Common Stock, \$.01 par value.

3. The Corporation desires to delete the authorization for the 1,000,000 shares of Series A Convertible Preferred Stock (the "Series A Preferred Stock"), because no shares of such Stock are or have been issued.

4. The Corporation is authorized to delete the 1,000,000 shares of Series A Preferred Stock from its authorized capitalization without shareholder approval pursuant to 607.1002(5).

5. Nothing in this Amendment shall affect the rights of stockholders of any other class of stock of the Corporation.

6. This Amendment to the Articles of Incorporation was approved by the board of directors, as of November 5, 1998.

IN WITNESS WHEREOF, OCCULOGIX CORPORATION has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 8th day of February, 1998.

OCCULOGIX CORPORATION

By: 

Richard C. Davis, Jr., President / Director

occulogix/docs/aoarecap-Occu