

Pq7000032569

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SECURITY
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1 AUG 27 2012
C. MUSTAIN

Andee



Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

August 21, 2012

Re: *Magellan BioScience Group, Inc. Articles of Amendment*

Dear Sirs:

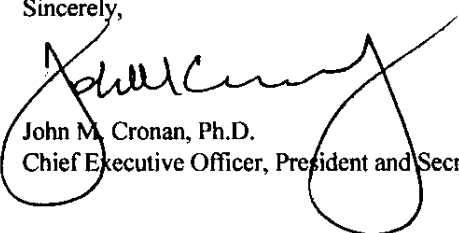
Enclosed for filing with the Secretary of State, Division of Corporations, is Amendment No. 2 to the Amended and Restated Articles of Incorporation of Magellan BioScience Group, Inc. The document number of the Corporation is P97000032569.

Also enclosed is an additional copy for certification and return as well as a check for \$43.75 to cover the cost of filing and the return of a certified copy. Please return all correspondence concerning this matter to:

John M. Cronan, Ph.D.
Chief Executive Officer
Magellan BioScience Group, Inc.
4519 George Road, Ste 120
Tampa, FL 33634

Thank you.

Sincerely,


John M. Cronan, Ph.D.
Chief Executive Officer, President and Secretary

Magellan BioScience Group, Inc.
4519 George Road, Ste 120, Tampa, FL 33634
Tel: +1 813-884-3131 **Fax:** +1 813-884-5724 **Email:** info@magellanbioscience.com
www.magellanbioscience.com



**AMENDMENT NO. 2
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MAGELLAN BIOSCIENCE GROUP, INC.**

FILED
12 AUG 24 AM 10:35
STATE
TALLAHASSEE, FLORIDA

The Amended and Restated Articles of Incorporation of Magellan Bioscience Group, Inc. (a Florida profit corporation, the "Corporation"), filed with the Secretary of State of Florida on November 8, 2006, as amended on November 10, 2006, are hereby further amended pursuant to the provisions of Section 607.1106 of the Florida Statutes by replacing Paragraph (A) of ARTICLE V in its entirety by the following:

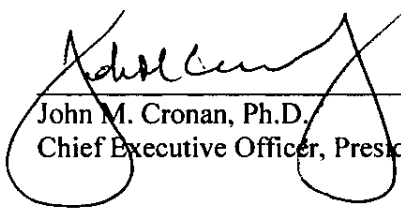
"ARTICLE V. Stock

(A) The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 1,001,328 shares, consisting of:

- (i) 1,000,994 shares of Common Stock, no par value per share (the "Common Stock"); and
- (ii) 334 shares of Convertible Preferred Stock, \$.01 par value per share (the "Preferred Stock").

This Amendment No. 2 was approved by the shareholders of the Corporation through voting groups. The number of votes cast for the amendment were sufficient for approval by the Corporation's Common Stock, \$.01 par value per share, and Preferred Stock, \$.01 par value per share, voting together as a single class and by the Preferred Stock of the Corporation voting as a separate class. Such approvals were given by written consent without a meeting pursuant to Section 607.0704 of the Florida Statutes on August 17, 2012.

IN WITNESS WHEREOF, the undersigned has executed this Amendment No. 2 to the Amended and Restated Articles of Incorporation on behalf of the Corporation this 20th day of August, 2012.



John M. Cronan, Ph.D.
Chief Executive Officer, President and Secretary