

P97000 080367

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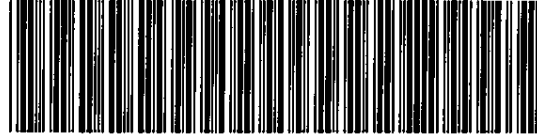
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HerbalPharm Holdings, Inc.

DOCUMENT NUMBER: P97000080367

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gemma Arcangel

(Name of Contact Person)

The Otto Law Group, PLLC

(Firm/ Company)

601 Union Street, Suite 4500

(Address)

Seattle, WA 98101

(City/ State and Zip Code)

For further information concerning this matter, please call:

Gemma Arcangel

(Name of Contact Person)

at (206) 262-9545

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

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

Articles of Amendment
to
Articles of Incorporation
of

FILED
07 FEB 14 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HerbalPharm Holdings, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P97000080367

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

MitoPharm Corporation

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

N/A

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: January 20, 2007

Effective date if applicable: February 19, 2007
(no more than 90 days after amendment file date)

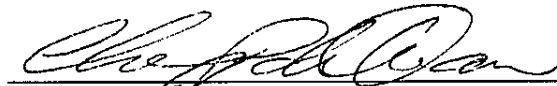
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Pak Peter Cheung

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HERBALPHARM HOLDINGS, INC.**

The name of the corporation is Herbalpharm Holdings, Inc.

The Document # of the corporation is P97000080367

The undersigned President of Herbalpharm Holdings, Inc., a Florida corporation (the "Corporation"), pursuant to 607.1003 of the Florida Business Corporations Act, for the purposes of amending the Articles of Incorporation of the Corporation, does hereby certify as follows:

That (i) the Board of Directors of the Corporation in a Unanimous Consent to Action in lieu of Special Meeting of the Board of Directors, and (ii) a majority of the shareholders of the Corporation in a Consent to Action in lieu of Special Meeting of the Stockholders, on January 20, 2007 adopted resolutions to amend the Articles of Incorporation of the Corporation as follows:

1. Article One of the Articles of Incorporation is deleted in its entirety and hereby amended to read as follows:

"The Name of the corporation is **MitoPharm Corporation.**"

2. The amendments to the Articles of Incorporation have been approved in the manner required by the Florida Business Corporations Act and by the constituent documents of the corporation.

3. The document will become effective on January 20, 2007, or the earliest date following approval from NASDAQ [subject to the date that the document is filed by the Secretary of State of Florida.]

The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

Date Effective: January 20, 2007

By: _____

Pak Peter Cheung, President and CEO