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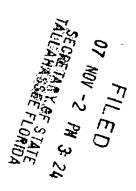
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## **COVER LETTER**

**TO:** Amendment Section Division of Corporations

NAME OF CORPORATION: MitoPharm	Corporation	
DOCUMENT NUMBER:		
The enclosed Articles of Amendment and fee	are submitted for filing.	
Please return all correspondence concerning th	nis matter to the following:	
Thomas E Puzzo		
(Name	e of Contact Person)	
The Law Offices of Thoma	s E Puzzo, PLLC	
(F	irm/ Company)	
4216 NE 70th Street		
	(Address)	
Seattle, WA 98115		
(City/	State and Zip Code)	
For further information concerning this matter	, please call:	
Peter Cheung	at ( 604 ) 351 7088	3
(Name of Contact Person)	(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 Cir Tallahassee, FL 32301	cle

## Articles of Amendment to Articles of Incorporation of

MitoPharm Corporation	250
(Name of corporation as currently filed with the Florida Dept. of State)	N-2
(Document number of corporation (if known)	
ursuant to the provisions of section 607.1006, Florida Statutes, this <i>Florida Profit</i> dopts the following amendment(s) to its Articles of Incorporation:	Corporation
EW CORPORATE NAME (if changing):	
Aust contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "I professional corporation must contain the word "chartered", "professional association," or the ab	nc.," or "Co.") obreviation "P.A.")
MENDMENTS ADOPTED - (OTHER THAN NAME CHANGE) Indicate Art nd/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)	ticle Number(s)
Article IV - Stock	
Reverse Split: One (1) new Common Share for five hundred (500) old Common Shares (Pleas	e see attached)
(Attach additional pages if necessary)	
f an amendment provides for exchange, reclassification, or cancellation of issued sor implementing the amendment if not contained in the amendment itself: (if not app	
N/A	

(continued)

The date of each amendment(s) adoption: October 26, 2007
Effective date if applicable: November 12, 2007
(no more than 90 days after amendment file date)
Adoption of Amendment(s) ( <u>CHECK ONE</u> )
✓ 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)
Peter Cheung  (Typed or printed name of person signing)
President and Chief Executive Officer
(Title of person signing)

FILING FEE: \$35

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MITOPHARM CORPORATION

In accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned, President of Mitopharm Corporation (the "Corporation") hereby certifies:

FIRST: That Article IV of the Corporation's Articles of Incorporation, is hereby amended, to add the following text to Article IV, as follows:

Effective as of the date of filing of these Articles of Amendment, each five hundred (500) shares of common stock, \$.001 par value per share, issued and outstanding as of November 12, 2007 (the "Old Common Stock"), will be changed into one (1) fully paid and nonassessable share of common stock, \$.001 par value per share (the "New Common Stock"). Each certificate that represented shares of Old Common Stock shall, after the date of filing of these Articles of Amendment (the "Effective Date"), represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted into hereby; provided, however, that each person holding of record a certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates, as the case may be, evidencing and representing the number of shares of New Common Stock to which such person is entitled pursuant to this Amendment.

No cash will be paid or distributed as a result of aforementioned reverse stock split of the Corporation's Common Stock, and no fractional shares of New Common Stock will be issued. All fractional shares, which would otherwise be required to be issued as a result of the stock split, will be rounded up to the nearest whole share.

SECOND: The foregoing Articles of Amendment to the Articles of Incorporation were adopted pursuant to Section 607.0821 by the Board of Directors of the Corporation by written consent dated October 26, 2007.

THIRD: That in lieu of a meeting, holders of shares of stock representing a majority of the issued and outstanding shares of the Common Stock of the Corporation have given written consent to such amendment in accordance with the provisions of Section 607.0704. Therefore, the number of votes cast was sufficient for approval.

FOURTH: These Articles of Amendment to the Articles of Incorporation shall be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed by its duly authorized officer.

Dated: October 31, 2007.

MITOPHARM CORPORATION

Name: Peter Cheung

Title: President