

P97000080367

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600111428296

11/02/07--01043--004 **43.75

FILED
07 NOV -2 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SL

11/16/07

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 this matter to the following:

Thomas E Pozzo

(Name of Contact Person)

The Law Offices of Thomas E Pozzo, PLLC

(Firm/ Company)

4216 NE 70th Street

(Address)

Seattle, WA 98115

(City/ State and Zip Code)

For further information concerning this matter, please call:

Peter Cheung

(Name of Contact Person)

at (604) 351 7088

(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**

MitoPharm Corporation

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

(Document number of corporation (if known))

FILED
07 NOV -2 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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):

(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**)

Article IV - Stock

Reverse Split: One (1) new Common Share for five hundred (500) old Common Shares (Please see attached)

(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: October 26, 2007

Effective date if applicable: November 12, 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)

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

By: 
Name: Peter Cheung
Title: President