

**P99000013429**

**Florida Department of State  
Division of Corporations  
Public Access System**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**((H06000142791 3)))**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

**Division of Corporations  
Fax Number : (850)205-0380**

**From:**

**Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575**

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**NANOTHERAPEUTICS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

**FILED  
06 MAY 24 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**RECEIVED**

**06 MAY 24 AM 8:00**

**DIVISION OF CORPORATIONS**

**Electronic Filing Menu**

**Corporate Filing Menu**

**Help**

*Amen  
Restate*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NANOTHERAPEUTICS, INC.**

H06000142791 3  
FILED  
MAY 24 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Nanotherapeutics, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida General Corporation Act, does hereby adopt, amend and restate its Articles of Incorporation as follows:

**ARTICLE I**

The name of the corporation is Nanotherapeutics, Inc. (the "Corporation"). The Corporation was originally incorporated pursuant to the Florida Business Corporation Act under the name Nanocoat Technologies, Inc.

**ARTICLE II**

The duration of the Corporation is perpetual.

**ARTICLE III**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

**ARTICLE IV**

The Corporation shall have the authority to issue Twenty Million (20,000,000) shares of common stock having a par value of \$0.01 per share (the "Common Stock") and Five Million (5,000,000) shares of preferred stock having a par value of \$0.01 per share (the "Preferred Stock").

A. Rights, Preferences and Restrictions of the Common Stock. The following is a description of the Common Stock:

(i) Distributions and Dividends. The Common Stock shall be entitled, when, as and if declared by the Board of Directors of the Corporation, consistent with Florida General Corporation Act, to cash dividends, distributions and redemptions out of funds of the Corporation legally available for that purpose. Each outstanding share of Common Stock shall be entitled to participate ratably in distributions, dividends, and redemptions paid on the Common Stock.

(ii) Voting. Except as otherwise required by Florida General Corporation Act, the Bylaws of the Corporation, or as provided herein, the holders of the Common Stock shall have one vote per share.

H06000142791 3

B. Rights, Preferences and Restrictions of the Preferred Stock. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any such series of Preferred Stock, and the number of shares constituting any such series and the designation thereof. The rights, privileges, preferences and restrictions of any such series of Preferred Stock may be pari passu with or senior to any of those of any present or future class or series of Common Stock or Preferred Stock. The Board of Directors of the Corporation is also authorized to increase or decrease the number of shares of any series of Preferred Stock prior or subsequent to the issuance of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### ARTICLE V

The street address of the registered office of the Corporation is: 12085 Research Drive, Suite 120, Alachua, Florida, 32615 and the name of the registered agent at such address is Mento A. Sponis.

#### ARTICLE VI

The number of Directors of the Corporation shall be fixed in accordance with the Bylaws of the Corporation

#### ARTICLE VII

The address of the principal office of the Corporation is: 12085 Research Drive, Suite 120, Alachua, Florida, 32615.

#### ARTICLE VIII

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

#### ARTICLE IX

No Director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not limit or eliminate the liability of a director (i) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the applicable provisions of the Florida General Corporation Act or any successor provision, (iv) for any transaction from which such Director derived an improper personal benefit, or (v) acts or omissions occurring prior to the date of the

H06000142791 3

H06000142791 3

effectiveness of this provision.

Furthermore, notwithstanding the foregoing provision, in the event that the Florida Business Corporation Act is amended or enacted to permit further limitation or elimination of the personal liability of a director, the personal liability of the Corporation's Directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This provision shall not affect any provision permitted under the Florida Business Corporation Act, in the Corporation's Articles of Incorporation, as amended from time to time, the Bylaws of the Corporation, as amended from time to time, or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this provision shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

\* \* \*

The foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation on February 15, 2006 and the holders of the requisite number of shares of the Corporation on March 8, 2006, each in accordance with the Florida Business Corporation Act and the Articles of Incorporation and Bylaws of the Corporation, each as in effect as of such date.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation on May 23, 2006.

  
Mento A. Soptonis, Chief Executive Officer

H06000142791 3