

S30548

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Amend
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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF**

XENON RESEARCH, INC.
a Florida corporation

Document Number: S30548

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Pursuant to the provisions of section 607.1006, Florida statutes, Xenon Research, Inc., a Florida Profit Corporation (the "**Corporation**"), adopts the following amendment to its Articles of Incorporation:

1. **AMENDMENT ADOPTED:** Article 3 of the Articles of Incorporation of the Corporation is hereby amended and restated to read as follows:

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock of which this corporation is authorized to issue is One Million (1,000,000) shares divided into two series. The designation of each series, the number of shares of each series, and par value of the shares of each series are as follows:

<u>SERIES</u>	<u>NUMBER SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>
Series A Common Shares	10,000	\$0.01
Series B Common Shares	990,000	• \$0.01

The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of each series are as follows:

a. **Voting and Other Rights.** The Series A Common Shares and the Series B Common Shares shall participate, share and share alike in all dividends and distributions of assets upon liquidation or otherwise and shall be identical in all other respects, except that the holders of the Series B Common Shares shall have no voting power for any purpose whatsoever, except as otherwise provided by law, and the holders of the Series A Common Shares shall have one (1) vote per share for all purposes, except as otherwise required by law.

b. **Conversion.**

(i) Each of the shares of the issued and outstanding capital

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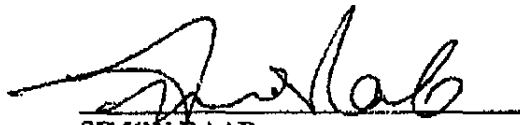
stock of this corporation outstanding immediately prior to the effectiveness of this Amendment of Articles of Incorporation shall, immediately upon the effectiveness of this Amendment of Articles of Incorporation, automatically be converted (without further action by this corporation) into (A) one (1) fully paid and non-assessable Series A Common Shares and (B) ninety-nine (99) fully paid and non-assessable Series B Common Shares.

(ii) After the effectiveness of this Amendment of Articles of Incorporation, the then current shareholders of this corporation (the "Current Shareholders") shall be required to surrender all of the certificates representing shares of the capital stock of this corporation held by the Current Shareholders and, upon such surrender, shall be entitled to receive a certificate or certificates issued by this corporation for the number of Series A Common Shares and Series B Common Shares into which the Current Shareholders' shares of capital stock have been converted. If a Current Shareholder cannot produce the certificate or certificates theretofore evidencing the ownership of such shares, such Current Shareholder shall be required to proceed in regard thereto as such Current Shareholder would have had to do were such Current Shareholder under like circumstances applying for the issue of a new certificate.

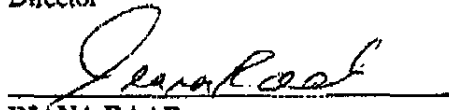
2. EFFECTIVE DATE: The effective date of this amendment is February 28, 2008.

3. ADOPTION OF AMENDMENT: The amendment was approved by a unanimous written consent of the shareholders of the Corporation and adopted by the board of directors of the Corporation.

Dated: February 28, 2008


SIMON RAAB,
Director

Dated: February 28, 2008


DIANA RAAB,
Director

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