

Florida Department of State
Division of Corporations
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.

((H12000260615 3)))



H120002606153ABCX

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) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PERRY BAROMEDICAL CORPORATION**

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$52.50

RECEIVED

12 OCT 30 AM 8:11

FLORIDA
DIVISION OF CORPORATIONS
TELEPHONE 850-617-6380

Electronic Filing Menu

Corporate Filing Menu

Help

Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 OCT 30 AM 9:34

OCT 31 2012

T. ROBERTS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 OCT 30 AM 9:34

Articles of Amendment
to
Articles of Incorporation
of

PERRY BAROMEDICAL CORPORATION

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

V16350

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

ARTICLE V of the Corporation's Articles of Incorporation is amended
and restated in its entirety as set forth in Exhibit A attached hereto.

F. If an amendment provides for an 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

The date of each amendment(s) adoption: October 16, 2012

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted 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.

Dated October 30, 2012

X Signature

[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)

Kerrigan Turner

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

EXHIBIT A

AMENDMENT

This Amendment to the Corporation's Articles of Incorporation amends and restates Article V in its entirety so that it shall now read:

Article V – Stock

1. The number of shares which this Corporation shall have authority to issue is Twelve Million (12,000,000), of which Two Million (2,000,000) shares shall be common stock with a par value of \$.01 per share and Ten Million (10,000,000) shares shall be Preferred Stock with a par value of \$.01 per share.

2. The Preferred Stock may be issued from time to time in one or more series.

3. The Board of Directors is hereby authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations or restrictions of such Preferred Stock, including without limitation, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any 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 which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

4. Six Million Sixty Thousand Six Hundred and Six (6,060,606) shares of Preferred Stock shall hereinafter be designated as Series A, subject to the following terms:

a. Dividends. The holders of Series A Preferred Stock shall be entitled to receive, on a *pari passu* basis with the holders of Series B Preferred Stock, when, as and if declared by the Board of Directors, out of funds legally available therefor, such dividends as may be declared from time to time by the Board of Directors. The Corporation shall not declare or pay on any other class or series of stock of the Corporation any dividend whatsoever, whether in cash, property or otherwise, unless all accrued and unpaid dividends to which the holders of Preferred Stock are entitled shall have been either paid in full in cash or declared and a sum of money sufficient for the payment thereof set apart.

b. Liquidation. In case of the liquidation or the dissolution of the Corporation, the holders of the Series A Preferred Stock shall be entitled to be paid in full the sum of (i) One Dollar (U.S. \$1.00) per share, plus (ii) all accrued and unpaid dividends through the date of payment, if any (as of any date, the "Series A Liquidation Value") before any amount shall be paid to the holders of the common stock. If the assets or surplus funds to be distributed to the holders of Series A Preferred Stock are insufficient to permit the payment to such holders of Series A Preferred Stock the amounts due in accordance with this Article V, the assets and surplus funds available for distribution shall be distributed pro-rata among the holders of Series

A Preferred Stock. On any such liquidation or dissolution after the payment to the holders of Common Stock of its par value, the remaining assets of the Corporation, if any, shall be available for distribution pro-rata to the holders of Common Stock and Series A Preferred Stock (on the basis of one share of Series A Preferred Stock is equal to one share of Common Stock).

c. Redemption. The Corporation shall have the right from time to time to purchase, redeem, retract, retire, and cancel any or all of the outstanding Series A Preferred Stock of the Corporation, on any dividend date or upon thirty (30) days written notice to the holders of the Series A Preferred Stock to be purchased, redeemed, retired, or canceled, in such manner and amounts as the board of directors may determine, by paying to the respective holders of the stock so retired, or by depositing to their order in the office of the Corporation, the Series A Liquidation Value as of the date of redemption for the Series A Preferred Stock so retired and canceled. In case of such redemption, written notice shall forthwith be given to the respective holders of the stock so retired or canceled, by mailing such notice to such holders at their last known address as shown by the Corporation's records.

d. Voting. Except as otherwise provided herein or as otherwise required by law, the holders of the Series A Preferred Stock shall have no voting rights with respect to any matters presented to the stockholders of the Corporation for their action or consideration. Any amendment to the Corporation's Articles of Incorporation, or any action by the Board of Directors taken pursuant to paragraph 3 of this Article V, that may have the effect of altering or modifying in any way the rights, privileges, preferences, terms or designations of the Series A Preferred Stock as set forth in this Article V must be first approved by the holders of a majority of the then outstanding shares of Series A Preferred Stock.

5. Two Million Five Hundred Thousand (2,500,000) shares of Preferred Stock shall hereinafter be designated as Series B, subject to the following terms:

a. Dividends. The holders of Series B Preferred Stock shall be entitled to receive, on a pari passu basis with the holders of Series A Preferred Stock, when, as and if declared by the Board of Directors, out of funds legally available therefor, such dividends as may be declared from time to time by the Board of Directors. The Corporation shall not declare or pay on any other class or series of stock of the Corporation any dividend whatsoever, whether in cash, property or otherwise, unless all accrued and unpaid dividends to which the holders of Preferred Stock are entitled shall have been either paid in full in cash or declared and a sum of money sufficient for the payment thereof set apart.

b. Liquidation. In case of the liquidation or the dissolution of the Corporation, the holders of the Series B Preferred Stock shall be entitled to be paid in full the sum of (i) One Dollar (U.S. \$1.00) per share, plus (ii) all accrued and unpaid dividends through the date of payment, if any (as of any date, the "Series B Liquidation Value"), before any amount shall be paid to the holders of the common stock or Series A Preferred Stock. The holders of Series B Preferred Stock shall not be entitled to any further payments in the case of liquidation or dissolution beyond the Series B Liquidation Value as of the date of payment. If the assets or surplus funds to be distributed to the holders of Series B Preferred Stock are insufficient to permit the payment to such holders of Series B Preferred Stock the amounts due in accordance with this Article V, the assets and surplus funds available for distribution shall be distributed pro-rata among the holders of Series B Preferred Stock.

c. Redemption. The Corporation shall have the right from time to time to purchase, redeem, retract, retire, and cancel any or all of the outstanding Series B Preferred Stock of the Corporation, on any dividend date or upon thirty (30) days written notice to the holders of the Series B Preferred Stock to be purchased, redeemed, retired, or canceled, in such manner and amounts as the Board of Directors may determine, by paying to the respective holders of the stock so retired, or by depositing to their order in the office of the Corporation, the Series B Liquidation Value as of the date of redemption for the Series B Preferred Stock so redeemed and canceled. In case of such redemption, written notice shall forthwith be given to the respective holders of the Series B Preferred Stock so retired or canceled, by mailing such notice to such holders at their last known address as shown by the Corporation's records.

d. Voting. Except as otherwise provided herein or as otherwise required by law, the holders of the Series B Preferred Stock shall have no voting rights with respect to any matters presented to the stockholders of the Corporation for their action or consideration. Any amendment to the Corporation's Articles of Incorporation, or any action by the Board of Directors taken pursuant to paragraph 3 of this Article V, that may have the effect of altering or modifying in any way the rights, privileges, preferences, terms or designations of the Series B Preferred Stock as set forth in this Article V must be first approved by the holders of a majority of the then outstanding shares of Series B Preferred Stock.

6. Common Stock.

a. Dividends. The holders of shares of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, such dividends as may be declared from time to time by the Board of Directors. So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not declare or pay on any other class or series of stock of the Corporation any dividend whatsoever, whether in cash, property or otherwise, unless all accrued and unpaid dividends to which holders of Preferred Stock are entitled shall have been either paid in full in cash or declared and a sum of money sufficient for the payment thereof set apart.

b. Liquidation. After the payment or the setting apart for payment of the amounts due to the holders of Preferred Stock, the holders of Common Stock shall receive an amount equal to the par value of the shares of Common Stock then held. Thereafter, the remaining assets of the Corporation, if any, shall be available for distribution pro-rata to the holders of Common Stock and Series A Preferred Stock (on the basis of one share of Series A Preferred Stock is equal to one share of Common Stock).

c. Voting. Each outstanding share of Common Stock shall entitle its holder to one vote, and to notice of any stockholders' meeting in accordance with the bylaws of the Corporation. The holders of outstanding shares of Common Stock shall be entitled to vote upon such matters and in such manner as may be provided by law.

(The remainder of this page intentionally left blank)