

Filing Fee \$50.00

ID Number: 12897



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is UBIO, INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 8/24/09, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

**[Insert Amendment(s)]**

*(If additional space is required, please list on separate attachment)*

**"Please see Exhibit "A" (attached hereto and made a part hereof) for amendments adopted in accordance with the provisions of R.I.G.L. Section 7-1.2-903.**

3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing.

**FILED**  
OCT 02 2009  
By DS 12:19  
100344

Date: 9/15/09

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Lucille DeClemente  
Signature of Authorized Officer of the Corporation

**Lucille DeClemente, President**

Type or Print Name of Authorized Officer

**EXHIBIT A**

**TO ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF**

**UBIO, INC.**

- (a) **Provisions for Regulation of Internal Affairs of Corporation.** Such provisions as are contained in the By-Laws for the corporation as on file with the registered agent of the corporation ("By-Laws").
- (b) **Board of Directors.** There shall be a Board of Directors consisting of at least one (1) Director and no more than three (3) Directors, regardless of the number of shareholder(s). The Directors shall be elected by the shareholder(s) in accordance with the applicable provisions of the By-Laws and Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, and may be removed by the shareholder(s), with or without cause, in accordance with the applicable provisions of the By-Laws and said Chapter 7-1.2 of the General Laws of Rhode Island. The Directors shall have general control and management of all the business and property of the corporation in accordance with the applicable provisions of the By-Laws and said Chapter 7-1.2 of the General Laws of Rhode Island.
- (c) **No Personal Liability.** To the fullest extent allowable by law, no Director shall have any personal liability for breach of duty in connection with the exercise or non-exercise of the powers and discretions vested in the Board of Directors.
- (d) **Issuance of Common Shares.** Common shares may be issued for such consideration as is determined from time to time by the shareholder(s) in accordance with the By-Laws.
- (e) **Transfer of Common Shares.** No transfer of common shares of the corporation shall be valid unless the transfer complies with the By-Laws.
- (f) **No Pre-Emptive Rights.** Shareholders shall have no pre-emptive rights.
- (g) **No Annual Meeting Required.** Except as may otherwise be required by law or by the provisions of the By-Laws, the corporation need not hold an annual meeting of the shareholders.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

*Secretary of State*

