

CORPORATE CHARTER APPROVAL SHEET

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17 06231666

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

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LIBER: B01124 FOLIO: 1573 PAGES: 0028
ADVANCED BIONUTRITION CORP.

MAIL
BACK

06/11/2007 AT 01:47 P WO # 0001419920

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: 20

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: 5

Other: _____

TOTAL FEES: 175

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Designation of Resident Agent _____

and Resident Agent's Address _____

Change of Business Code _____

Adoption of Assumed Name _____

Other Change(s) _____

Credit Card _____ Check _____ Cash _____

Documents on _____ Checks _____

Approved By: 9

Keyed By: _____

COMMENT(S):

Code 032

Attention: Lisa Mohan

Mail: Name and Address

Gordon Feinblatt

233 E. Redwood St

Baltimore MD 21202

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ADVANCED BIONUTRITION CORP.**

Advanced BioNutrition Corp., a Maryland corporation, (hereinafter called the "**Corporation**"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to completely amend and restate its Charter by striking all paragraphs of the Articles of Incorporation and amendments thereto, and inserting in lieu thereof the following:

"FIRST: The original incorporator of the Corporation was Janice Portney.

SECOND: The name of the Corporation is

Advanced BioNutrition Corp.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activities permitted by a corporation organized under the laws of the State of Maryland.

The enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation is 7155 Columbia Gateway Drive, Suite H, Columbia, Maryland 21046.

FIFTH: The name and post office address of the resident agent of the Corporation in this State are Abba David Poliakoff, Esquire, c/o Gordon, Feinblatt, Rothman, Hoffberger & Hollander, LLC, The Garrett Building, 233 East Redwood Street, Baltimore, Maryland 21202-3332. Said resident agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Thirty Two Million Five Hundred Thousand (32,500,000) shares, consisting

of Twenty One Million (21,000,000) shares of common stock with a par value of \$0.001 per share ("**Common Stock**"), and Eleven Million Five Hundred Thousand (11,500,000) shares of preferred stock with a par value of \$0.001 per share ("**Preferred Stock**"), for an aggregate par value of the Common Stock and the Preferred Stock of Thirty Two Thousand Five Hundred Dollars (\$32,500.00).

A description of each class of stock of the Corporation, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, is as follows:

A. Common Stock. Subject to the rights of holders of any series of Preferred Stock established pursuant to Sections B and C of this Article SIXTH, each share of Common Stock shall entitle the holder to one vote per share on all matters upon which stockholders are entitled to vote, to receive dividends and other distributions as and when authorized by the Board of Directors in accordance with the Maryland General Corporation Law ("**MGCL**"), and to all rights of a stockholder pursuant to the MGCL.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section C.2 of this Article SIXTH.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

B. Preferred Stock. Shares of Preferred Stock may be issued in one or more series, from time to time, with each such series to consist of such number of shares and to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors of the Corporation, and the Board of Directors is hereby expressly vested with authority, to the full extent now or hereafter provided by law, but subject to the restrictions set forth in Section C.6 of this Article SIXTH and any restrictions agreed to by contract, to adopt any such resolution or resolutions.

Subject to limitations provided by law and this Article SIXTH, the authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following: (a) the number of shares constituting that series and the distinctive designation thereof; (b) the dividend rate, if any, on the shares of that series, whether dividends shall be cumulative, and, if so, from which dates, and the relative rights

of priority, if any, of payment of dividends on shares of that series; (c) whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights; (d) whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine; (e) whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; (f) whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund; (g) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and (h) any other relative rights, preferences and limitations of that series.

Subject to limitations provided by law and this Article SIXTH, the Board of Directors shall have the power from time to time to (a) classify or reclassify, in one or more series, any unissued shares of series Preferred Stock, and (b) reclassify any unissued shares of any series of series Preferred Stock, in either case by setting or changing the number of shares constituting such series and the designation, preferences, conversion or other rights, voting powers, restrictions, rights and limitations as to dividends, qualifications, and terms and conditions of redemption of such shares and, in such event, the Corporation shall file for record with the State Department of Assessments and Taxation of Maryland articles supplementary in substance and form as prescribed by Maryland law

C. Designation and Terms of Preferred Stock. Of the Eleven Million Five Hundred Thousand (11,500,000) shares of Preferred Stock that the Corporation has the authority to issue: (i) One Million Eight Hundred Thousand (1,800,000) shares are hereby designated “**Series A Preferred Stock,**” (ii) Four Million Seven Hundred Thousand (4,700,000) shares are hereby designated “**Series B Preferred Stock,**” and (iii) Five Million (5,000,000) shares are hereby designated “**Series C Preferred Stock.**” The Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock are collectively referred to as the “**Designated Preferred Stock.**” The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock and the Series B Preferred Stock are as set forth below in Section C of this Article SIXTH.

1. Dividend Provisions.

(a) Series C Preferred Stock. The holders of outstanding Series C Preferred Stock shall be entitled to receive dividends out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend on the Series B Preferred Stock, Series A Preferred Stock and the Common Stock of the Corporation, or any other shares of capital stock of the Corporation, at the rate of Thirteen and Seven-One Hundredths Cents (\$0.1307) per share of Series C Preferred Stock (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event) per annum on each outstanding share of Series C Preferred Stock, in each case, payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Each Series C Preferred Stock dividend shall accrue from the date on which the

Board of Directors declares such dividend, so that if in any fiscal year or years, such dividends are not paid in whole or in part on the Series C Preferred Stock, the portion of such dividends as shall be unpaid shall accumulate as against the holders of the Common Stock and the Series A Preferred Stock and the Series B Preferred Stock. All accrued and unpaid dividends shall be payable in cash.

(b) Series B Preferred Stock. The holders of outstanding Series B Preferred Stock shall be entitled to receive dividends out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend on the Series A Preferred Stock and the Common Stock of the Corporation, or any other shares of capital stock of the Corporation, at the rate of Thirteen and Four-One Hundredths Cents (\$0.1304) per share of Series B Preferred Stock (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event) per annum on each outstanding share of Series B Preferred Stock, in each case, payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Each Series B Preferred Stock dividend shall accrue from the date on which the Board of Directors declares such dividend, so that if in any fiscal year or years, such dividends are not paid in whole or in part on the Series B Preferred Stock, the portion of such dividends as shall be unpaid shall accumulate as against the holders of the Common Stock and the Series A Preferred Stock. All accrued and unpaid dividends shall be payable in cash. No accrued and unpaid dividends shall be distributed to the holders of the Series B Preferred Stock without the written consent of the holders of at least seventy percent (70%) of the Series B Preferred Stock.

(c) Series A Preferred Stock. The holders of outstanding Series A Preferred Stock shall be entitled to receive dividends out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend the Common Stock of the Corporation, or any other shares of capital stock of the Corporation, at the rate of Thirty-Six and Eight-Tenths Cents (\$0.368) per share of Series A Preferred Stock (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event) per annum on each outstanding share of Series A Preferred Stock, in each case, payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. Each Series A Preferred Stock dividend shall accrue from the date on which the Board of Directors declares such dividend, so that if in any fiscal year or years, such dividends are declared but not paid in whole or in part on the Series A Preferred Stock, the portion of such dividends as shall be unpaid shall accumulate as against the holders of the Common Stock. All accrued and unpaid dividends shall be payable in cash.

(d) No dividend shall be paid on the Common Stock in any fiscal year unless a dividend shall first have been paid in full on the Designated Preferred Stock in an amount for each such share of Designated Preferred Stock equal to or greater than the aggregate amount of dividends for all Common Stock into which each such share of Designated Preferred Stock could then be converted.

2. Liquidation Preference.

(a) Preference.

(i) Series C Preferred Stock. In the event of any liquidation, dissolution or winding up of the Corporation (a "**Liquidation**"), whether voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Series B Preferred Stock, Series A Preferred Stock or Common Stock, or any other shares of capital stock of the Corporation, by reason of their ownership thereof, the greater of (the "**Series C Preference Amount**") (A) (1) an amount per share equal to Three Dollars and Twenty-Six and Eight Tenths Cents (\$3.268) (as appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event), for each share of Series C Preferred Stock then held by them, plus (2) the difference of (I) an amount equal to \$0.1307 per share of Series C Preferred Stock (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, recapitalizations, or other similar event) on each outstanding share of Series C Preferred Stock for each 12 month period that has passed since the first date on which a share of Series C Preferred Stock was issued, minus (II) any dividends per share of Series C Preferred Stock paid to such holders pursuant to Section 1(a), or (B) the amount per share to which such holder would be entitled if all assets of the Corporation legally available for distribution by the Corporation were distributed with equal priority and pro rata among the holders of the Preferred Stock and Common Stock in proportion to the number of shares of Common Stock held by them, with the shares of Preferred Stock being treated for this purpose as if they had been converted to shares of Common Stock at the then applicable Conversion Ratio (as defined below). If upon the Liquidation, the assets of the Corporation legally available for distribution to the holders of Series C Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 2(a)(i), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of Series C Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 2(a)(i).

(ii) Series B Preferred Stock. After such payments have been made in full to the holders of the Series C Preferred Stock, or funds necessary for such payments have been set aside by the Corporation in trust for the account of the holders of Series C Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Series A Preferred Stock or Common Stock, or any other shares of capital stock of the Corporation, by reason of their ownership thereof, the greater of (the "**Series B Preference Amount**") (1) an amount per share equal to Three Dollars and Twenty-Six Cents (\$3.26) (as appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event), for each share of Series B Preferred Stock then held by them, plus (2) the difference of (I) an amount equal to Thirteen and Four One-Hundredths Cents (\$0.1304) per share of Series B Preferred Stock (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event) on

each outstanding share of Series B Preferred Stock for each 12 month period that has passed since the first date on which a share of Series B Preferred Stock was issued, minus (II) any dividends per share of Series B Preferred Stock paid to such holders pursuant to Section 1(b), or (B) the amount per share to which such holder would be entitled if all assets of the Corporation legally available for distribution by the Corporation (i.e., those assets available after the preferential amounts specified in Section 2(a)(i) are paid) were distributed with equal priority and pro rata among the holders of the Preferred Stock and Common Stock in proportion to the number of shares of Common Stock held by them, with the shares of Preferred Stock being treated for this purpose as if they had been converted to shares of Common Stock at the then applicable Conversion Ratio (as defined below). If upon the Liquidation, the assets of the Corporation legally available for distribution to the holders of Series B Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 2(a)(ii), then the entire assets of the Corporation legally available for distribution to the holders of Series B Preferred Stock shall be distributed with equal priority and pro rata among the holders of Series B Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 2(a)(ii).

(iii) Series A Preferred Stock. After such payments have been made in full to the holders of the Series C Preferred Stock and the Series B Preferred Stock, or funds necessary for such payments have been set aside by the Corporation in trust for the account of the holders of Series C Preferred Stock and Series B Preferred Stock so as to be available for such payments, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, or any other shares of capital stock of the Corporation, by reason of their ownership thereof, the greater of (the "**Series A Preference Amount**") (A) (1) an amount per share equal Four Dollars and Sixty Cents (\$4.60) (as appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event, the "**Series A Purchase Price**"), for each share of Series B Preferred Stock then held by them, plus (2) any accrued but unpaid dividends (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event), or (B) the amount per share to which such holder would be entitled if the remaining assets of the Corporation legally available for distribution by the Corporation (i.e., those assets available after the preferential amounts specified in Section 2(a)(i) and Section 2(a)(ii) are paid) were distributed with equal priority and pro rata among the holders of the Series A Preferred Stock and Common Stock in proportion to the number of shares of Common Stock held by them, with the shares of Series A Preferred Stock being treated for this purpose as if they had been converted to shares of Common Stock at the then applicable Series A Conversion Ratio (as defined below). If such remaining assets of the Corporation legally available for distribution to the holders of Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 2(a)(iii), then the entire assets of the Corporation legally available for distribution to the holders of Series A Preferred Stock shall be distributed with equal priority and pro rata among the holders of Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 2(a)(iii).

(b) Remaining Assets. After the payment to the holders of Preferred Stock of the full preferential amounts specified in Sections 2(a)(i) and 2(a)(ii) and 2(a)(iii) above, the entire remaining assets of the Corporation legally available for distribution by

the Corporation shall be distributed pro rata among the holders of the Common Stock in proportion to the number of shares of Common Stock held by them.

(c) Events Deemed a Liquidation. For purposes of this Section 2, a Liquidation of the Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation; or (ii) a sale, license or transfer of all or substantially all of the assets of the Corporation (an “**Acquisition**”), unless the holders of sixty-five percent (65%) of the outstanding Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock voting on an as-converted basis elect otherwise. The amount deemed distributed to the holders of Series A Preferred Stock, the Series B Preferred Stock and Series C Preferred Stock upon any such Acquisition shall be the cash or the value of the property, rights and/or securities distributed to such holders by the acquiring person, firm or other entity.

(i) In any of such events, if the consideration received by this corporation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors; provided, that such majority must include at least two (2) of the directors designated by SAM, BASF and Arancia pursuant to Section 5(b). Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through The Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty (30) day period ending three (3) days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the five (5) business day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by this corporation and the holders of at least a majority of the voting power of all then outstanding shares of Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock, voting as a single class on an as-converted to Common Stock basis (at the then applicable Conversion Ratio).

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder’s status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by this corporation and the holders of at least a majority of the voting power of all then outstanding shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, voting together as a

single class on an as-converted to Common Stock basis (at the then applicable Conversion Ratio).

(ii) In the event the requirements of this Section 2(c) are not complied with in connection with an Acquisition, the corporation shall promptly either:

(A) cause such closing to be postponed until such time as the requirements of this Section 2 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing.

(d) Notice. The Corporation shall give each holder of record of Preferred Stock written notice of such impending transaction not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein.

3. Redemption. The Preferred Stock and the Common Stock shall not be redeemable.

4. Conversion. The holders of the Series A Preferred Stock, the holders of Series B Preferred Stock and the Series C Preferred Stock shall have conversion rights as follows (the "**Conversion Rights**"):

(a) Right to Convert.

(i) Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (A) the Series A Purchase Price by (B) the Series A Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion (the "**Series A Conversion Ratio**"). The "**Series A Conversion Price**" per share for shares of Series A Preferred Stock shall initially be One Dollar and Fifty One Cents (\$1.51); provided, however, that the Series A Conversion Price for the Series A Preferred Stock shall be subject to adjustment as set forth in Section 4(d).

(ii) Series B Preferred Stock. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by

dividing (A) One Dollar and Sixty-Two and Ninety-Seven One Hundredths Cents (\$1.6297) (as appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event) by (B) the Series B Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion (the “**Series B Conversion Ratio**”). The “**Series B Conversion Price**” per share for shares of Series B Preferred Stock shall initially be One Dollar and Sixty-Two and Ninety-Seven One Hundredths Cents (\$1.6297); provided, however, that the Series B Conversion Price for the Series B Preferred Stock shall be subject to adjustment as set forth in Section 4(d).

(iii) Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (A) One Dollar and Sixty Three and Thirty Nine One Hundredths Cents (\$1.6339) (the “**Series C Purchase Price**”) (as appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations of shares, recapitalizations, or other similar event) by (B) the Series C Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion (the “**Series C Conversion Ratio**”). The “**Series C Conversion Price**” per share for shares of Series C Preferred Stock shall initially be One Dollar and Sixty Three and Thirty Nine One Hundredths Cents (\$1.6339); provided, however, that the Series C Conversion Price for the Series C Preferred Stock shall be subject to adjustment as set forth in Section 4(d). The Series A Conversion Price, the Series B Conversion Price and the Series C Conversion Price may sometimes be referred to herein individually as a “**Conversion Price**” and collectively as the “**Conversion Prices**.”) The Series A Conversion Ratio, the Series B Conversion Ratio and the Series C Conversion Ratio may sometimes be referred to herein individually as a “**Conversion Ratio**” and collectively as the “**Conversion Ratios**.”)

(b) Automatic Conversion.

(i) Series C Preferred Stock. Each share of Series C Preferred Stock shall automatically be converted into shares of Common Stock at the Series C Conversion Ratio (A) at the time in effect for such share immediately upon the Corporation’s sale of its stock in a firm commitment underwritten initial public offering registered under the Securities Act of 1933, as amended (the “**Securities Act**”), of shares of the Corporation’s Common Stock that: (a) is approved by the Corporation’s Board of Directors; and (b) results in gross proceeds to the Corporation of at least \$30 million (net of underwriting discounts and commissions) and a sale price per share equal to at least three (3) times the Series C Purchase Price (a “**Series C Qualified IPO**”); or (B) upon the written consent of the holders of a majority of the Series C Preferred Stock.

(ii) Series B Preferred Stock and Series A Preferred Stock. Each share of Series A Preferred Stock and Series B Preferred Stock shall automatically be converted into shares of Common Stock at the Series A Conversion Ratio and Series B Conversion Ratio, respectively, at the time in effect for such share immediately upon the Corporation’s sale of its stock in a firm commitment underwritten initial public offering registered under the Securities Act, of shares of the Corporation’s Common Stock that: (a) is approved by the Corporation’s Board of Directors; and (b) results in gross proceeds to the

Corporation of at least \$25 million (net of underwriting discounts and commissions) and a Corporation pre-money valuation of at least \$50 million (a “**Qualified IPO**”).

(c) **Mechanics of Conversion.** Before any holder of Designated Preferred Stock shall be entitled to convert the same into full shares of Common Stock, he or it shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Designated Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued; provided, that in the event of an automatic conversion, outstanding shares of Preferred Stock shall convert automatically, without any further action by the stockholders, whether or not a certificate is surrendered, but the Corporation is not obligated to issue a Common Stock certificate until the Preferred Stock certificate is surrendered. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as the case may be, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, or in an Acquisition, the conversion may, at the option of any holder tendering Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering or the closing of the Acquisition, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock shall not be deemed to have converted such Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock until immediately prior to the closing of such sale of securities or Acquisition.

(d) **Conversion Price Adjustments for Dilutive Issues.** The Conversion Price shall be subject to adjustment from time to time as follows:

(i) **Definition.** “**Additional Stock**” shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section 4(d)(iii)) by the Corporation after the date of the filing of these Amended and Restated Articles of Incorporation (the “**Filing Date**”) other than:

(A) shares of Common Stock issued pursuant to a transaction described in Section 4(d)(iv) hereof;

(B) shares of Common Stock issuable or issued to (1) employees, consultants or directors of the Corporation pursuant to a stock option plan or restricted stock plan approved by the Board of Directors of the Corporation or (2) a stock purchase agreement unanimously approved by the Board of Directors of the Corporation;

provided, that the number of shares issuable or issued under (1) and (2) shall not exceed 2,600,000 in the aggregate;

(C) shares of Common Stock issued in a Qualified IPO or a Series C Qualified IPO.

(D) shares of Common Stock issuable or issued upon conversion of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock or as dividends or distributions on the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock;

(E) shares of Common Stock issuable to financial institutions pursuant to a debt financing approved by the Board of Directors of the Corporation; or

(F) shares of Common Stock issuable or issued upon exercise of the warrants issued pursuant to the Securities Purchase Agreement dated June 24, 2004, by and among the Corporation and the purchasers thereto, the Securities Purchase Agreement dated November 16, 2004, by and among the Corporation and the purchasers thereto, or shares of Common Stock issuable or issued upon exercise of the warrants issued pursuant to the Series C Convertible Preferred Stock Purchase Agreement dated June 11, 2007.

(ii) Adjustment of Conversion Price Upon Issuance of Additional Stock. If the Corporation shall issue, after the Filing Date, any Additional Stock without consideration or for a consideration per share less than the Conversion Prices for the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, respectively, in effect immediately prior to the issuance of such Additional Stock (except as set forth in Section 4(d)(iv) below), the Conversion Price for each such series in effect immediately prior to each such issuance shall forthwith be adjusted to equal the total amount of consideration received by the Corporation per share of Additional Stock so issued, or, if such Additional Stock was issued without consideration, zero.

(iii) Deemed Issuance of Additional Shares of Common Stock. In the case of the issuance (whether before, on or after the Filing Date) of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of Sections 4(d)(i) and 4(d)(ii):

(A) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including without limitation, the passage of time, but without taking into account potential antidilution adjustments) of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in Section 4(d)(vi)), if any, received by the Corporation upon the issuance of such options or rights plus the

minimum exercise price provided in such options or rights (without taking into account potential antidilution adjustments) for the Common Stock covered thereby.

(B) The aggregate maximum number of shares of Common Stock deliverable upon conversion of, or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) for, any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in Sections 4(d)(vi)), but only if as a result of such adjustment the applicable Conversion Price then in effect is thereby reduced.

(C) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities, including, but not limited to, a change resulting from the antidilution provisions thereof (unless such options or rights or convertible or exchangeable securities were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of Section 4(d)(ii)), the Conversion Prices, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(D) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Prices of the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities (unless such options or rights were merely deemed to be included in the numerator and denominator for purposes of determining the number of shares of Common Stock outstanding for purposes of Section 4(d)(ii)), shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities that remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(E) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to Sections 4(d)(iii)(A) and

4(d)(iii)(B) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Sections 4(d)(iii)(C) or 4(d)(iii)(D).

(iv) Adjustment for Subdivision of Common Stock, Common Stock Dividend, Issuance of Common Stock Equivalents. In the event the Corporation should at any time or from time to time after the Filing Date, fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as “**Common Stock Equivalents**”) without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Prices of the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents with the number of shares issuable with respect to Common Stock Equivalents determined from time to time in the manner provided for deemed issuances in Section 4(d)(iii).

(v) Adjustment for Combinations of Common Stock. If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Prices for the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(vi) Determination of Consideration. For purposes of this Section 4(d), the consideration received by the Corporation for the issue (or deemed issue) of any Additional Shares of Common Stock shall be computed as follows:

(A) Cash Consideration. In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(B) Non-Cash Consideration. In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof at the time of issuance as determined by the Board of Directors irrespective of any accounting treatment; provided, that such majority must include at least two (2) of the directors designated by SAM, BASF and Arancia pursuant to Section 5(b).

(e) Adjustment for Stock Dividend and Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Section 4(d)(iv), then, in each such case for the purpose of this Section 4(e), the holders of the Series A Preferred Stock, the holders of the Series B Preferred Stock and the holders of Series C Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) Adjustment for Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or in Section 2) provision shall be made so that the holders of Series A Preferred Stock, the holders of Series B Preferred Stock and the holders of Series C preferred Stock shall thereafter be entitled to receive upon conversion of any of their shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock) shall be applicable after that event as nearly equivalent as may be possible.

(g) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, as amended, or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series A Preferred Stock, the holders of Series B Preferred Stock and the holders of Series C Preferred Stock against impairment.

(h) Pay-to-Play Provision.

(i) If after the Filing Date (A) the Corporation issues Additional Stock, other than as a dividend or other distribution on any class of stock as provided in this Section 4 and other than as a subdivision or combination of shares of Common Stock as provided in this Section 4, without consideration or for a consideration per share less than the Conversion Prices for the Series A Preferred Stock and Series B Preferred Stock, respectively, in effect immediately prior to such issuance (such issuance being referred to herein as a “**Dilutive Issuance**”) and (B) any holder of Series A Preferred Stock or Series B Preferred Stock has the

right, pursuant to Section 2.3 of the Third Amended and Restated Investors' Rights Agreement dated as of December 17, 2004, by and among the Corporation and the equityholders named therein (the "**Investors' Rights Agreement**"), to purchase a pro rata share (calculated pursuant to Section 2.3 of the Investors' Rights Agreement) of such Dilutive Issuance (without giving effect to any rights to purchase the shares of other equity holders who do not subscribe for their full pro rata shares) and such holder does not exercise such right (such holder being referred to herein as a "**Non-Participating Holder**"), then:

(A) no later than 10 days following the closing of such Dilutive Issuance, the Corporation shall designate, by the filing of articles supplementary pursuant to Section 2-208 of the Maryland General Corporation Law, or, if there are not a sufficient number of shares of undesignated Preferred Stock, by the filing of articles of amendment, additional series of Preferred Stock, to be called "**Series A-1 Preferred Stock**" and "**Series B-1 Preferred Stock**", which shall consist of such number of shares as is equal to the number of shares of Series A Preferred Stock or Series B Preferred Stock being converted pursuant to the terms of this Section 4(h) and shall have rights, preferences and privileges identical to those of the Series A Preferred Stock or Series B Preferred Stock, as the case may be, and shall be considered Series A Preferred Stock or Series B Preferred Stock for all purposes hereunder (including voting together as a single series), except that (1) Sections 4(d)(i), 4(d)(ii), and 4(d)(iii) and this Section 4(h) shall be omitted from the terms of such new Series A-1 Preferred Stock and Series B-1 Preferred Stock; (2) the liquidation preferences for the Series A Preferred Stock and the Series B Preferred Stock set forth in Section 2(a) shall be omitted from the terms of such new Series A-1 Preferred Stock and Series B-1 Preferred Stock; (3) the rights to designate and elect the Series A Directors and the Series B Directors set forth in Section 5(b) shall be omitted from the terms of such new Series A-1 Preferred Stock and Series B-1 Preferred Stock; and (4) the initial Conversion Prices applicable to such new Series A-1 Preferred Stock or Series B-1 Preferred Stock shall initially be the Conversion Prices for the Series A Preferred Stock and Series B Preferred Stock, respectively, in effect immediately prior to the closing of such Dilutive Issuance. Except as contemplated by this Section 4(h)(1) from and after the date of filing such articles supplementary or articles of amendment, the term "**Series A Preferred Stock**" as used herein shall be deemed to include such new series of Series A-1 Preferred Stock and each other additional series of Series A Preferred Stock subsequently created pursuant to this Section 4(h) and the term "**Series B Preferred Stock**" as used herein shall be deemed to include such new series of Series B-1 Preferred Stock and each other additional series of Series B Preferred Stock subsequently created pursuant to this Section 4(h);

(B) effective upon the filing by the Corporation of such articles supplementary pursuant to Section 2-208 of the MGCL, or articles of amendment, all shares of Series A Preferred Stock and Series B Preferred Stock held by such **Non-Participating Holder** shall automatically be converted into, in the case of Series A Preferred Stock, an equivalent number of shares of Series A-1 Preferred Stock, and in the case of Series B Preferred Stock, an equivalent number of Series B-1 Preferred Stock (each such conversion shall be referred to herein as a "**Special Mandatory Conversion**").

Notwithstanding the foregoing, the terms of this Section 4(h) shall not apply to a Dilutive Issuance if (i) the right of first refusal of all of the holders of Series A Preferred Stock or Series B Preferred Stock under Section 2.3 of the Investors' Rights Agreement with respect to

such Dilutive Issuance is waived at the written request of the Corporation; or (ii) the Corporation fails to comply with the terms and conditions of Section 2.3 of the Investors' Rights Agreement. In determining whether a holder of Series A Preferred Stock or Series B Preferred Stock has purchased its pro rata share of a Dilutive Issuance for purposes of this Section 4(h), any portion of a Dilutive Issuance purchased by an affiliate of a holder of Series A Preferred Stock or Series B Preferred Stock shall be deemed to have been purchased by such holder of Series A Preferred Stock or Series B Preferred Stock.

(ii) All Non-Participating Holders shall be given written notice of the Special Mandatory Conversion and the place designated for mandatory conversion of all their shares of Series A Preferred Stock or Series B Preferred Stock pursuant to this Section 4(h). Such notice shall be sent by first class or registered mail, postage prepaid, to each Non-Participating Holder, at such holder's address last shown on the records of the transfer agent for the Corporation's stock (or the records of the Corporation, if it serves as its own transfer agent). Upon receipt of such notice, each Non-Participating Holder shall surrender his or its certificate or certificates for all such shares of Series A Preferred Stock or Series B Preferred Stock to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Series A-1 Preferred Stock or Series B-1 Preferred Stock to which such holder is entitled pursuant to this Section 4(h). On the effective date of the Special Mandatory Conversion, all rights with respect to the Series A Preferred Stock or Series B Preferred Stock so converted will terminate, except only the rights upon surrender of the certificate or certificates representing such shares of Series A Preferred Stock or Series B Preferred Stock to receive certificates for the number of shares of Series A-1 Preferred Stock or Series B-1 Preferred Stock into which such Series A Preferred Stock or Series B Preferred Stock has been converted; provided that the right of any Non-Participating Holder to receive any declared but unpaid dividends on their shares of Series A Preferred Stock or Series B Preferred Stock shall accrue to the benefit of the shares of Series A-1 Preferred Stock or Series B-1 Preferred Stock issued upon conversion of such shares of Series A Preferred Stock or Series B Preferred Stock. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his or its attorney duly authorized in writing. As soon as practicable after the effective date of the Special Mandatory Conversion and the surrender of the certificate or certificates for Series A Preferred Stock or Series B Preferred Stock, the Corporation shall cause to be issued and delivered to such holder a certificate or certificates for the number of full shares of Series A-1 Preferred Stock or Series B-1 Preferred Stock, as the case may be, issuable on such conversion in accordance with the provisions hereof. All certificates evidencing shares of Series A Preferred Stock or Series B Preferred Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the effective date of the Special Mandatory Conversion, be deemed to have been retired and cancelled and the shares of Series A Preferred Stock or Series B Preferred Stock represented thereby converted into Series A-1 Preferred Stock or Series B-1 Preferred Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Series A Preferred Stock or Series B Preferred Stock may not be reissued, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the

authorized number of shares of Series A Preferred Stock and Series B Preferred Stock accordingly.

(iii) If, after the occurrence of a Special Mandatory Conversion, the Corporation effects an additional Dilutive Issuance and there are Non-Participating Holders with respect to such additional Dilutive Issuance, then the provisions of Section 4(h) above shall apply to such additional Dilutive Issuance, except that the series of Preferred Stock designated by the Corporation shall be Series A-2 Preferred Stock (or, for subsequent Dilutive Issuances, Series A-3 Preferred Stock, Series A-4 Preferred Stock, etc.) or Series B-2 Preferred Stock (or, for subsequent Dilutive Issuances, Series B-3 Preferred Stock, Series B-4 Preferred Stock, etc.), as the case may be, and the Series A Preferred Stock or Series B Preferred Stock held by the Non-Participating Holders with respect to such additional Dilutive Issuance shall convert into Series A-2 Preferred Stock (or, for subsequent Dilutive Issuances, Series A-3 Preferred Stock, Series A-4 Preferred Stock, etc.), or Series B-2 Preferred Stock (or, for subsequent Dilutive Issuances, Series B-3 Preferred Stock, Series B-4 Preferred Stock, etc.), as the case may be, and, for purposes of such additional Dilutive Issuance, all references in Sections 4(h)(i) and 4(h)(ii) above to Series A-1 Preferred Stock or Series B-1 Preferred Stock shall be deemed to refer to Series A-2 Preferred Stock (or, for subsequent Dilutive Issuances, Series A-3 Preferred Stock, Series A-4 Preferred Stock, etc.) or Series B-2 Preferred Stock (or, for subsequent Dilutive Issuances, Series B-3 Preferred Stock, Series B-4 Preferred Stock, etc.).

(iv) The provisions of this Section 4(h) shall cease to be applicable to any holder of Series B Preferred Stock who shall have purchased, after the Filing Date, additional shares of capital stock of the Corporation having an aggregate purchase price equal to the aggregate purchase price of the shares of Series B Preferred Stock purchased by such holder pursuant to that certain Series B Convertible Stock Purchase Agreement dated as of December 17, 2004, by and among the Corporation and the purchasers of Series B Preferred Stock party thereto.

(i) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Prices of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock pursuant to this Section 4, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall,

upon the written request at any time of any holder of Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Prices for any series of such holder's Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of a share of any of such holder's Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock.

(j) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or to effect any recapitalization or reclassification of its Common Stock outstanding involving a change in the Common Stock, the Corporation shall mail, postage prepaid, to each holder of Series A Preferred Stock, each holder of Series B Preferred Stock and each holder of Series C Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(k) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, the full number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, the Corporation, at its expense, will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this certificate.

(l) Notices. Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock: (a) shall be in writing; (b) shall be sent by (i) messenger, (ii) certified or registered U.S. mail, or (iii) a reliable express delivery service or telefacsimile, charges prepaid as applicable, addressed to each holder of record at his address appearing on the books of the Corporation; and (c) will be deemed to have been given on the second business day after the date of receipt by the addressee, as evidenced by (i) a receipt executed by the addressee (or a responsible person in his or her office), the records of the person delivering such communication or a notice to the effect that such addressee refused to claim or accept such communication, if sent by messenger, U.S. mail, or express delivery service, or (ii) a receipt

generated by the sender's telecopier showing that such communication was sent to the appropriate number on a specified date, if sent by telefacsimile.

5. Voting Rights.

(a) General Voting Rights. The holder of each share of Series A Preferred Stock, the holder of each share of Series B Preferred Stock and the holder of each share of Series C Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock is then convertible, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted to Common Stock basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted, all shares into which shares of Series B Preferred Stock held by each holder could be converted and all shares into which shares of Series C Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(b) Voting for the Election of Directors.

(i) The number of members of the Corporation's Board of Directors shall initially be fixed at no more than nine (9). Initially, (A) the holders of the Series C Preferred Stock, voting together as a separate series, shall be entitled to elect one (1) member, of which Sea Change Investment Fund, LLC shall have the right to designate one (1) director ("**Series C Director**"); (B) the holders of the shares of Series B Preferred Stock, voting together as a separate series, shall be entitled to elect three (3) members of the Board of Directors, of which each of SAM Sustainability Private Equity, L.P. ("**SAM**"), BASF Venture Capital GmbH ("**BASF**"), and Arancia International, Inc. ("**Arancia**") shall have the right to designate one (1) director; (C) the holders of a majority of the shares of outstanding Common Stock and Preferred Stock (voting together as a single class and on an as-converted to Common Stock basis) shall elect each of the Corporation's chief executive officer and the Corporation's President as a director (the "**Management Directors**"); (D) the holders of the shares of the Series A Preferred Stock, voting together as a separate series, shall be entitled to elect up to two (2) members of the Board of Directors, of which Sherbrooke Capital Health and Wellness, L.P. ("**Sherbrooke**") shall have the right to designate one (1) director; and (E) the remaining members of the Board of Directors of the Corporation shall be independent directors ("**Independent Directors**") elected by the holders of a majority of the shares of outstanding Common Stock and Preferred Stock (voting together as a single class and on an as-converted to Common Stock basis).

(ii) Any person designated to the Board of Directors pursuant to Sections 5(b)(i) above may be removed from office or replaced with a new member only upon the express written request of the same person or holders of the same percentage of

Common Stock and/or Preferred Stock required to elect such designate such person to the Board of Directors under Sections 5(b)(i).

(iii) If any member designated to the Board of Directors pursuant to Sections 5(b)(i) ceases to serve as a member of the Board of Directors during his or her term of office (whether by removal or otherwise), the nominee to fill the resulting vacancy on the Board shall be designated by a representative having authority to nominate such former Director to the Board under Sections 5(b)(i).

(iv) The names of the Directors who are currently in office are:

David J. Kyle (Management Director)
William F. Kirk (Management Director)
Charles J. Armtzen (Independent Director)
John K. Giannuzzi (Sherbrooke Director)
Jim Carruthers (Series A Director)
Walter Locher (SAM Director)
Josef R Wuensch (BASF Director)
Ignacio Aranguren-Trellez (Arancia Director)
Andreas Merkl (Series C Director)

(v) Jan Investment S.A. shall have the right to designate one (i) designee, and in the event that the designees of SAM or BASF (pursuant to Sections 5(b)(i)) are not employees of SAM and/or BASF, respectively, SAM and/or BASF, as the case may be, shall have the right to designate one (1) designee (in each case, an “Observer”) to attend all meetings of the Corporation’s Board of Directors or any committees thereof (whether in person, via telephone or otherwise) in a non-voting, observer capacity and the Corporation shall provide to each Observer, concurrently with the members of the Board of Directors, and in the same manner, notice of such meeting and a copy of all minutes, consents, presentations and other information or materials provided to such members. Observers shall not be reimbursed for expenses incurred in attending meetings of the Board of Directors.

6. Protective Provisions.

(a) The Corporation shall not take any of the following actions without the consent of the holders of at least sixty-five percent (65%) of the Series A Preferred Stock, the Series B Preferred Stock, and Series C Preferred Stock, voting as a single class on an as converted to Common Stock basis; provided that, in each case, such consent shall not be unreasonably withheld:

(i) alter or change the Corporation’s Articles of Incorporation or Bylaws or the articles of incorporation, bylaws or other governing documents of any subsidiary of the Corporation;

(ii) issue any equity security, including any security or instrument convertible into or exercisable for any equity security, but excluding any equity security described in paragraphs C.4.d.(ii)(A)-(E) of Article SIXTH;

(iii) authorize or issue any other equity security, including any other security convertible into or exercisable for any equity security, having rights, preferences or privileges senior to, or on a parity with, the Series C Preferred Stock, including with respect to voting, dividends or payments upon liquidation;

(iv) authorize or issue, or obligate itself to issue, any debt security convertible into or exercisable or exchangeable for any shares of capital stock of the Corporation unless such debt security has already received the approval of the Board of Directors;

(v) increase or decrease the size of the Board of Directors;

(vi) increase or decrease the total number of authorized shares of Series A Preferred Stock, Series B Preferred Stock, or Series C Preferred Stock, or create any new series or class of capital stock or other securities;

(vii) increase the number of shares authorized for issuance of awards under the Corporation's Omnibus Share Plan, or authorize or issue, or obligate itself to issue, under any other stock option or incentive plan, any shares of capital stock of the Corporation;

(viii) declare or pay any dividends on the Common Stock or other securities junior to the Series C Preferred Stock, the Series B Preferred Stock or Series A Preferred Stock, other than as approved by the Board of Directors, which much include the consent of the Series C Director;

(ix) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose), or allow any of its subsidiaries to acquire, any share or shares of Preferred Stock or Common Stock, other than as approved by the Board of Directors, which must include the consent of the Series C Director; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for this corporation or any subsidiary pursuant to written agreements approved by the Board, under which this corporation has the option to repurchase such shares at cost upon the occurrence of certain events (such as the termination of employment);

(x) sell, convey, license or otherwise dispose of all or substantially all of its property or business or merge into or consolidate with any other corporation or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of this corporation is disposed of;

(xi) acquire, or permit any subsidiary to acquire, any stock or other securities of any corporation, partnership or entity;

(xii) effect any liquidation, dissolution or winding up of the affairs of the Corporation;

(xiii) create any subsidiary or change the legal structure of the Corporation in any way;

(xiv) directly or indirectly declare or pay any dividends or make any distributions upon any of its capital stock or other equity securities other than the Series A Preferred Stock, the Series B Preferred Stock or the Series C Preferred Stock pursuant to the terms of the Corporation's Articles of Incorporation;

(xv) take any action or omit to take any action that would result in the taxation of the holders of the Series A Preferred Stock, the holders of the Series B Preferred Stock or the holders of the Series C Preferred Stock under Section 305 of Internal Revenue Code of 1986, as amended (the "Code");

(xvi) classify or reclassify any equity security; or

(xvii) amend this Section 6.

(b) The number of shares of Common Stock authorized for issuance may be increased or decreased with the approval of a majority of the Preferred Stock and the Common Stock, voting together as a single class on an as-converted basis, without a separate class vote by the Common Stock.

(c) The Corporation shall not take any of the following actions without the consent of the 66 2/3% vote of the Board; provided that, in each case, such consent shall not be unreasonably withheld:

(i) make any loan or advance to, or own any stock or other securities of, any subsidiary or other corporation, partnership, or other entity unless it is wholly owned by the Corporation;

(ii) make any loan or advance to any person, including, any employee or director, except advances and similar expenditures in the ordinary course of business or under the terms of a employee stock or option plan approved by the Board;

(iii) incur any debt for borrowed money or guarantee any indebtedness except for trade accounts of the Corporation or any subsidiary arising in the ordinary course of business;

(iv) make any investment other than investments in prime commercial paper, money market funds, certificates of deposit in any United States bank having a net worth in excess of \$100,000,000 or obligations issued or guaranteed by the United States of America, in each case having a maturity not in excess of two years;

(v) incur any indebtedness or capital expenditures, (A) approved by the Board in the Corporation's annual budget, if such expenditures exceed, in one or more transactions during the related fiscal year, \$75,000 in the aggregate or (B) not approved by the Board in the Corporation's annual budget, if such expenditures exceed, in one or

more transactions during the related fiscal year, \$25,000 in the aggregate, other than trade credit incurred in the ordinary course of business;

(vi) enter into or be a party to any transaction with any director, officer or employee of the Corporation or any "associate" (as defined in Rule 12b-2 promulgated under the Exchange Act) of any such person except transactions made in the ordinary course of business and pursuant to reasonable requirements of the Corporation's business and upon fair and reasonable terms that are approved by a majority of the Board of Directors;

(vii) hire, fire, or change the compensation of the executive officers, including approving any option plans; or

(viii) engage in a business other than the Corporation's current line of business.

(d) So long as any shares of the originally issued Series C Preferred Stock remains outstanding, the Corporation will not, without approval of at least 7 of the 9 Directors (to be adjusted if the number of Directors increases or decreases) then in office:

(i) exit the Corporation's current line of business;
or

(ii) sell, transfer, license, assign, pledge or otherwise dispose of any of the Corporation's intellectual property (including but not limited to any patents and applications therefor, registrations of trademarks and applications therefor, and registrations of copyrights and applications therefor) other than in the ordinary course of business.

(e) The Corporation shall not take any of the following actions without the consent of the majority vote of the Board; provided that, in each case, such consent shall not be unreasonably withheld:

(i) enter into, or obligate the Corporation under, any supply agreements (purchase or sale) with (A) a term exceeding two (2) years and (B) aggregate payment obligations to or by the Corporation of \$200,000 or more, other than in the ordinary course of business; or

(ii) appoint, terminate or fix the compensation of (i) any employee at the level of vice president or above, or (ii) enter into any consulting agreement that provides for payment in excess of \$100,000 per year.

7. Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to Article SIXTH hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation.

SEVENTH: Subject to the restrictions set forth in Article SIXTH, or as otherwise may be restricted by contract, the following provisions are hereby adopted for the

purposes of describing the rights and powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized and securities convertible into shares of its stock of any class whether now or hereafter authorized for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(c) In considering a potential acquisition of control of the Corporation, the Board of Directors of the Corporation may consider the effect of such potential acquisition of control on: (i) the stockholders, employees, suppliers, customers, and creditors of the Corporation; and (ii) the communities in which offices or other establishments of the Corporation are located.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing is for descriptive purposes only and shall in no way limit or restrict the terms of any other clause of this or any other Article of these Articles of Incorporation, or in any manner exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

EIGHTH: (a) To the fullest extent permitted by Maryland General Corporation Law, no director or officer of the Corporation shall be personally liable to the Corporation or to its Stockholders for money damages except to the extent that (a) it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received; (b) a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding; or (c) with respect to any criminal proceeding, the director or officer had reasonable cause to believe his or her conduct was unlawful

(b) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "**Indemnification Provision of the Code**"), shall have the same meanings as those words have in the Indemnification Provision of the Code. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Provision of the Code. With respect to an employee or agent, other than a

director or officer of the Corporation, the Corporation may, as determined by and in the discretion of the Board of Directors of the Corporation, indemnify and advance expenses to such employees or agents in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Provision of the Code.

(c) Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

SECOND: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class, is Twenty Million Five Hundred Thousand (20,500,000) shares, consisting of Fourteen Million (14,000,000) shares of common stock with a par value of \$0.001 per share, and Six Million Five Hundred Thousand (6,500,000) shares of preferred stock with a par value of \$0.001 per share, for an aggregate par value of all the shares of all classes of stock of Twenty Five Thousand Dollars (\$20,500.00).

(b) The total number of shares of all classes of stock of the Corporation, as increased by these Articles, and the number and par value of the shares of each class which the Corporation has authority to issue is The total number of shares of capital stock which the Corporation has authority to issue is Thirty Two Million Five Hundred Thousand (32,500,000) shares, consisting of Twenty One Million (21,000,000) shares of common stock with a par value of \$0.001 per share, and Eleven Million Five Hundred Thousand (11,500,000) shares of preferred stock with a par value of \$0.001 per share, for an aggregate par value of all the shares of all classes of stock of Thirty Two Thousand Five Hundred Dollars (\$32,500.00).

(c) The preferences, conversion and other rights, voting powers, restrictions, rights and limitations as to dividends, qualifications, and the terms and conditions of

redemption of such shares of each class of authorized capital stock, as amended, are as set forth in Article SIXTH of Article FIRST of these Articles.

THIRD: The provisions set forth in these Restated Articles are all the provisions of the Charter of the Corporation in effect upon acceptance of these Restated Articles for record by the State Department of Assessments and Taxation of Maryland, and upon such acceptance these Restated Articles shall constitute the entire Charter of the Corporation and supersede all prior Charter papers.

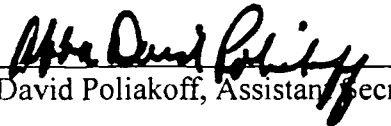
FOURTH: The foregoing complete Amendment and Restatement of the Charter of the Corporation includes Amendments to the Charter duly advised by the Board of Directors and approved by the Stockholders of the Corporation in the manner required for a Charter amendment under the Charter and Bylaws of the Corporation and the laws of the State of Maryland.

FIFTH: The Board of Directors and Stockholders of the Corporation, by unanimous joint consent dated June 11, 2007, adopted a resolution in which was set forth the foregoing complete Amendment and Restatement of the Charter, declaring that said complete Amendment and Restatement is advisable and approved.

IN WITNESS WHEREOF, Advanced BioNutrition Corp. has caused these Restated Articles to be signed and acknowledged in its name and on its behalf by its President and attested by its Assistant Secretary on this ____ day of June, 2007, and they acknowledge the same to be the act of the Corporation, and that to the best of their knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

ADVANCED BIONUTRITION CORP.


Abba David Poliakoff, Assistant Secretary

By:  (SEAL)
William F. Kirk, Chief Executive Officer

CUST ID:0001976882
WORK ORDER:0001419920
DATE:06-11-2007 01:47 PM
AMT. PAID:\$175.00