

FILED/EFFECTIVE

FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POSITRON SYSTEMS, INC.

AUG 3 3 07 PM '01

SECRET STATE

Pursuant to the provisions of Section 30-1-1006 of the Idaho Business Corporation Act (the "*IBC*A"), POSITRON SYSTEMS, INC., an Idaho corporation, hereby adopts the following First Articles of Amendment to its Articles of Incorporation (the "*Articles*");

FIRST: The name of the Corporation is Positron Systems, Inc. (hereinafter referred to as the "*Corporation*").

SECOND: Section 4.1 of Article IV is amended in its entirety to read as follows:

Section 4.1 The Corporation is authorized to issue to classes of capital stock, to be designated respectively, "Common Stock" and "Preferred Stock," each with no par value per share. The total number of shares of Common Stock the Corporation shall have the authority to issue is 35,000,000, and the total number of shares of Preferred Stock the Corporation shall have the authority to issue is 10,000,000.

THIRD: Section 5.2 of Article V is amended in its entirety to read as follows:

Section 5.2 The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws. In the absence of such a provision in the Bylaws, the Board of Directors shall consist of the number of directors constituting the initial Board of Directors.

FOURTH: The remainder of the Articles, as hereby amended, shall remain in full force and effect.

FIFTH: The foregoing amendments were adopted by the Board of Directors and the Shareholders of the Corporation by unanimous consent resolution, dated as of June 15, 2001.

SIXTH: The number of shares outstanding and entitled to vote on the adoption of the Articles of Amendment was 6,600,000 shares of Common Stock. The number of shares voting for the Articles of Amendment was 6,600,000 and the number of shares voting against the Articles of Amendment was zero.


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SEVENTH: The Articles of Amendment do not provide for an exchange, reclassification or cancellation of issued shares.

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EXECUTED IN DUPLICATE this 30th day of June, 2001.

POSITRON SYSTEMS, INC.

By: 
Steven E. Bolen, President