

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF INCORPORATION

of

BENTLEYCAPITALCORP.COM INC.

as filed in this office on March 14, 2000.

Date: January 15, 2010



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State



APP

# STATE of WASHINGTON



## SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

### CERTIFICATE OF INCORPORATION

to

BENTLEYCAPITALCORP.COM INC.

a Washington Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 602 021 123

Date: March 14, 2000



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State  
2-918357-1

602 021/23

**ARTICLES OF INCORPORATION OF  
BENTLEYCAPITALCORP.COM INC.**

FILED  
STATE OF WASHINGTON

MAR 14 2000

RALPH MUNRO  
SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation under the Washington Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is "BentleyCapitalCorp.com Inc."

**ARTICLE II**

**2.1. Authorized Capital**

The total number of shares that this corporation is authorized to issue is 120,000,000, consisting of 100,000,000 shares of Common Stock having a par value of \$0.0001 per share and 20,000,000 shares of Preferred Stock having a par value of \$0.0001 per share. The Common Stock is subject to the rights and preferences of the Preferred Stock as set forth below.

**2.2. Issuance of Preferred Stock by Class and in Series**

The Preferred Stock may be issued from time to time in one or more classes and one or more series within such classes in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for its issuance, prior to the issuance of any shares. The Board of Directors shall have the authority to fix and determine and to amend the designation, preferences, limitations and relative rights of the shares (including, without limitation, such matters as dividends, redemption, liquidation, conversion and voting) of any class or series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolution establishing any class or series, the Board of Directors shall further have the authority, after the issuance of

**ORIGINAL**

VA1: 03/10/2000 - 96779  
\$195.00 on 03/10/2000  
Check - 03/09/2000 - 62335

shares of a class or series whose number it has designated, to amend the resolution establishing such class or series to decrease the number of shares of that class or series, but not below the number of shares of such class or series then outstanding.

### **ARTICLE III**

The purpose of this corporation is to engage in any business, trade or activity that may lawfully be conducted by a corporation organized under the Washington Business Corporation Act and to engage in any and all such activities as are incidental or conducive to the attainment of the foregoing purpose or purposes.

### **ARTICLE IV**

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

### **ARTICLE V**

The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of this corporation.

### **ARTICLE VI**

#### **6.1. Number of Directors**

The Board of Directors shall be composed of not less than one nor more than six Directors. Except with respect to the initial Director, the specific number of Directors shall be set by resolution of the Board of Directors or, if the Directors in office constitute fewer than a quorum of the Board of Directors, by the affirmative vote of a majority of all the Directors in office. The number of Directors of this corporation may be increased or decreased from time to time in the

manner provided herein, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

**6.2. Classification of Directors**

The Directors shall be divided into three classes, with each class to be as nearly equal in number as possible, as specified by resolution of the Board of Directors or, if the Directors in office constitute fewer than a quorum of the Board of Directors, by the affirmative vote of a majority of all the Directors in office. The term of office of Directors of the first class shall expire at the first annual meeting of shareholders after their election. The term of office of Directors of the second class shall expire at the second annual meeting after their election. The term of office of Directors of the third class shall expire at the third annual meeting after their election. At each annual meeting after such classification, a number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. Absent his or her death, resignation or removal, a Director shall continue to serve despite the expiration of the Director's term until his or her successor shall have been elected and qualified or until there is a decrease in the number of Directors.

**6.3. Removal of Directors**

The shareholders may remove one or more Directors with or without cause, but only at a special meeting called for the purpose of removing the Director or Directors, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director or Directors.

**6.4. Vacancies on Board of Directors**

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the Board of Directors may fill the vacancy, or, if the Directors in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the Directors in office. The shareholders may fill a vacancy only if there are no Directors in office.

**6.5. Initial Board of Directors**

The initial Board of Directors shall consist of one Director, who shall be in the first class of Directors, and the name and address of the person who shall serve as such Director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Michael Kirsh	Suite 2110
	1177 West Hastings
	Vancouver, B.C.
	CANADA V6E 2K3

**ARTICLE VII**

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by the Washington Business Corporation Act, and the rights of the shareholders of this corporation are granted subject to this reservation.

**ARTICLE VIII**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders to amend or repeal such Bylaws. The

shareholders shall also have the power to amend or repeal the Bylaws of this corporation and to adopt new Bylaws.

## ARTICLE IX

### 9.1. Shareholder Actions

Any action required or permitted to be taken at a shareholders meeting may be taken without a meeting or a vote if either:

(a) the action is taken by written consent of all shareholders entitled to vote on the action; or

(b) so long as this corporation is not a public company, the action is taken by written consent of shareholders holding of record, or otherwise entitled to vote, in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

To the extent that the Washington Business Corporation Act requires prior notice of any such action to be given to nonconsenting or nonvoting shareholders, such notice shall be made prior to the date on which the action becomes effective, as required by the Washington Business Corporation Act. The form of the notice shall be sufficient to apprise the nonconsenting or nonvoting shareholder of the nature of the action to be effected, in a manner approved by the Directors of this corporation or by the committee or officers to whom the Board of Directors has delegated that responsibility.

**9.2. Number of Votes Necessary to Approve Actions**

Whenever the Washington Business Corporation Act permits a corporation's articles of incorporation to specify that a lesser number of shares than would otherwise be required shall suffice to approve an action by shareholders, these Articles of Incorporation hereby specify that the number of shares required to approve such an action shall be such lesser number.

**9.3. Special Meetings of Shareholders**

So long as this corporation is a public company, special meetings of the shareholders of the corporation for any purpose may be called at any time by the Board of Directors or, if the Directors in office constitute fewer than a quorum of the Board of Directors, by the affirmative vote of a majority of all the Directors in office, but such special meetings may not be called by any other person or persons.

**9.4. Quorum for Meetings of Shareholders.**

Except with respect to any greater requirement contained in these Articles of Incorporation or the Washington Business Corporation Act, one-third of the votes entitled to be cast on a matter by the holders of shares that, pursuant to the Articles of Incorporation or the Washington Business Corporation Act, are entitled to vote and be counted collectively upon such matter, represented in person or by proxy, shall constitute a quorum of such shares at a meeting of shareholders.

**ARTICLE X**

To the full extent that the Washington Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of



Directors, a Director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for conduct as a Director. Any amendments to or repeal of this Article X shall not adversely affect any right or protection of a Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

## ARTICLE XI

### 11.1. Indemnification.

The corporation shall indemnify its directors to the full extent permitted by the Washington Business Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of: (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled. The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate Board resolution or contract.

### 11.2. Authorization.

The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements

shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

**11.3. Effect of Amendment.**

No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

**ARTICLE XII**

The name and address of the incorporator is:

Vicki E. Orrico

Ogden Murphy Wallace, P.L.L.C.  
1601 Fifth Ave., Suite 2100  
Seattle, WA 98101-1686

The incorporator's authority on behalf of this corporation is limited to forming it by the filing of these Articles of Incorporation, and the incorporator has no further power or authority on behalf of the corporation, express or implied, by virtue of being the incorporator.

**ARTICLE XIII**

The street address of the initial registered office of the corporation is Ogden Murphy Wallace, P.L.L.C., 1601 Fifth Ave., Suite 2100, Seattle, Washington 98101-1686. The name of its initial registered agent at that address is Vicki E. Orrico.

**ARTICLE XIV**

These Articles of Incorporation shall become effective upon filing.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation  
this 8<sup>th</sup> day of March, 2000.

Vicki E. Orrico  
Vicki E. Orrico  
Incorporator

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

The undersigned, having been appointed as registered agent of BentleyCapitalCorp.com Inc., does hereby consent to such appointment and agrees to serve as registered agent for the corporation.

DATED this 8<sup>th</sup> day of March, 2000.

OGDEN MURPHY WALLACE, P.L.L.C.

Vicki E. Orrico

Vicki E. Orrico, Registered Agent

Address of Registered Agent:

Ogden Murphy Wallace, P.L.L.C.  
1601 Fifth Ave., Suite 2100  
Seattle, WA 98101-1686

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

BENTLEYCAPITALCORP.COM INC.

Changing name to PROTON LABORATORIES, INC.

as filed in this office on March 16, 2004.

Date: January 15, 2010



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

file 2ND

03/16/2004 374150  
\$60.00 Check #1840  
Tracking ID: 688471  
Doc No: 374150-002

374150-002



ARTICLES OF AMENDMENT  
WASHINGTON  
PROFIT CORPORATION  
*(Per Chapter 23B.10 RCW)*

• Please PRINT or TYPE in black ink  
• Sign, date and return original AND ONE COPY to:  
CORPORATIONS DIVISION  
801 CAPITOL WAY SOUTH • PO BOX 40234  
OLYMPIA, WA 98504-0234

FILED  
SECRETARY OF STATE  
SAM REED  
MARCH 16, 2004  
STATE OF WASHINGTON

FEE: \$30  
EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY  
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS  
ON OUTSIDE OF ENVELOPE

• BE SURE TO INCLUDE FILING FEE. Checks  
should be made payable to "Secretary of State"

FOR OFFICE USE ONLY  
FILED: / /

IMPORTANT! Person to contact about this filing  
Joel Seidner, Esq. Daytime Phone Number (with area code)  
(713) 461- 2627 ext. 210

AMENDMENT TO ARTICLES OF INCORPORATION

NAME OF CORPORATION <i>(As currently recorded with the Office of the Secretary of State)</i> <b>BENTLEYCAPITALCORP.COM INC.</b>		
UBI NUMBER <b>602 021 123</b>	CORPORATION NUMBER <i>(if known)</i>	AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED ON Date: <b>February 27, 2004</b>
EFFECTIVE DATE OF ARTICLES OF AMENDMENT <i>(Specified effective date may be up to 30 days AFTER receipt of the document by the Secretary of State)</i> <input type="checkbox"/> Specific Date: _____ <input checked="" type="checkbox"/> Upon filing by the Secretary of State		
ARTICLES OF AMENDMENT WERE ADOPTED BY <i>(Please check ONE of the following)</i> <input type="checkbox"/> Incorporators. Shareholders action was not required <input type="checkbox"/> Board of Directors. Shareholders action was not required <input checked="" type="checkbox"/> Duly approved shareholder action in accordance with Chapter 23B.10 RCW		

AMENDMENTS TO THE ARTICLES OF INCORPORATION ARE AS FOLLOWS  
*If amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment must be included. If necessary, attach additional amendments or information.*

**ARTICLE I**

The name of the corporation is:

**Proton Laboratories, Inc.**

SIGNATURE OF OFFICER  
*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

*Edward Alexander* **Edward Alexander, President** **March 2, 2004**  
Printed Name Date

FOR OFFICE USE ONLY

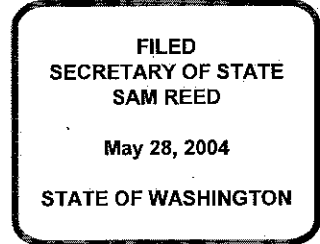
**Articles of Amendment  
to the  
Articles of Incorporation  
of  
Proton Laboratories, Inc.  
A State of Washington Corporation**

05/28/2004 419700  
\$30.00 Check #1931  
Tracking ID: 728285  
Doc No: 419700-001

Person to contact about this filing: Joel Seidner, Esq.

tel. (713) 461-2627 ext. 210

UBI NUMBER: 602 021 123



- (a) The name of the corporation is Proton Laboratories, Inc.
- (b) The Articles of Incorporation are hereby amended to add the terms of Series A Preferred Stock as follows:

**Certificate of the Designation, Preferences, Rights and Limitations  
of  
Series A Convertible Preferred Stock  
of  
Proton Laboratories, Inc.**

Proton Laboratories, Inc., (hereinafter referred to as the "Corporation"), a corporation incorporated and existing under the laws of the State of Washington,

**DOES HEREBY CERTIFY:**

That, the Articles of Incorporation of the Corporation authorizes the issuance of 20,000,000 shares of Preferred Stock, \$0.0001 par value per share, and expressly vests in the Board of Directors of the Corporation the authority to issue any or all of said shares in one or more series and by resolution or resolutions of the Board of Directors to establish the designation, number, full or limited voting powers, or the denial of voting powers, preferences and relative, participating, optional, and other special rights and the qualifications, limitations, restrictions and other distinguishing characteristics of each series to be issued:

RESOLVED, that pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation, the Series A Convertible Preferred Stock, par value \$0.0001 with a stated value of \$10.00 per share ("Preferred Stock"), is hereby authorized and created, said series to consist of up to 400,000 shares. The voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof shall be as follows:

1. **DIVIDENDS ON PREFERRED STOCK.**

The holders of Preferred Stock shall be entitled to receive out of funds legally

available therefor, dividends at the rate of eight percent (8%) per year in cash, payable in arrears. Any dividend payment that is missed shall be cumulative. Dividends accrued and unpaid shall be based on a 365 day year.

## 2. CONVERSION OF PREFERRED STOCK INTO COMMON STOCK.

- (a) Each holder of shares of Preferred Stock may, at his option and at any time and from time to time, convert any or all such shares, plus all dividends accrued and unpaid on such Preferred Stock up to the conversion date, on the terms and conditions set forth in this Section 2, into fully paid and non-assessable shares of the Corporation's Common Stock except that with respect to any shares of Preferred Stock called for redemption, the conversion right shall terminate at the close of business on the business day prior to the Redemption Date, unless default is made in the payment of the Redemption Price. The number of shares of Common Stock into which each share of Preferred Stock may be converted shall be determined by multiplying the number of shares of Preferred Stock to be converted by five (a "Conversion Ratio"). The number of shares of Common Stock into which all dividends accrued and unpaid on such Preferred Stock may be converted shall be determined by dividing the dollar amount of the sum of all dividends accrued and unpaid on such Preferred Stock by two (a "Conversion Ratio").

For example, one share of the Preferred Stock may be converted into five shares of common stock. For example, \$10,000 in dividends accrued and unpaid may be converted into 5,000 shares of common stock.

### (b) Conversion Procedure.

(i) Conversion of Preferred Stock. To exercise his Preferred Stock conversion privilege, the holder of any shares of Preferred Stock shall surrender to the Corporation during regular business hours at the principal executive offices of the Corporation or at such other place as may be designated by the Corporation from time to time, the certificate or certificates for the Preferred Stock to be converted, duly endorsed for transfer to the Corporation accompanied by written notice stating that the holder irrevocably elects to convert such shares. Conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date." Within five (5) business days after the date on which such delivery is made, the Corporation shall issue and send (with receipt to be acknowledged) to the holder thereof, at the address designated by such holder, a certificate or certificates for the number of full shares of Common Stock to which the holder is entitled as a result of such conversion, and cash with respect to any fractional interest of a share based on a deemed per share value of common stock of \$2.00 per share of Common Stock as provided in paragraph (c) of this Section 2. The holder shall be deemed to have become a stockholder of record of the number of shares of Common Stock into which the shares of Preferred Stock have been converted on the applicable Conversion Date unless the transfer books of the Corporation are closed on that date, in which event he shall be deemed to have become a stockholder of record of such shares on the next succeeding date on which the transfer books are open, but the Conversion Ratio shall be that in effect on the Conversion Date. Upon conversion of only a portion of the number of shares of Preferred Stock represented by a



certificate or certificates surrendered for conversion, the Corporation shall within three (3) business days after the date on which such delivery is made, issue and send (with receipt to be acknowledged) to the holder thereof, at the address designated by such holder, a new certificate covering the number of shares of Preferred Stock representing the unconverted portion of the certificate or certificates so surrendered.

- (ii) Conversion of dividends accrued and unpaid. To exercise his conversion privilege for dividends accrued and unpaid, the holder of any shares of Preferred Stock shall deliver a notice to the Corporation during regular business hours at the principal executive offices of the Corporation or at such other place as may be designated by the Corporation from time to time, stating the dollar amount of dividends accrued and unpaid for his Preferred Stock accompanied by written notice stating that the holder irrevocably elects to convert such dividends accrued and unpaid. Conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date." Within five (5) business days after the date on which such delivery is made, the Corporation shall issue and send (with receipt to be acknowledged) to the holder thereof, at the address designated by such holder, a certificate or certificates for the number of full shares of Common Stock to which the holder is entitled as a result of such conversion, and cash with respect to any fractional interest of a share based on a deemed per share value of common stock of \$2.00 per share of Common Stock as provided in paragraph (c)(i) and (ii) of this Section 2. The holder shall be deemed to have become a stockholder of record of the number of shares of Common Stock into which the dividends accrued and unpaid have been converted on the applicable Conversion Date unless the transfer books of the Corporation are closed on that date, in which event he shall be deemed to have become a stockholder of record of such shares on the next succeeding date on which the transfer books are open, but the Conversion Ratio shall be that in effect on the Conversion Date.
- (c) No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Preferred Stock or the dividends accrued and unpaid. If more than one share of Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Preferred Stock or upon the conversion of dividends accrued and unpaid, the Corporation shall make a cash payment to the holder based on the deemed per share value of common stock of \$2.00 per share of Common Stock.
- (d) The Corporation shall at all times reserve for issuance and maintain available, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all Preferred Stock from time to time outstanding. The Corporation shall from time to time (subject to obtaining necessary director and stockholder action), in accordance with the laws of the State of Washington, increase the authorized number of shares of its Common Stock if at any time the authorized number of shares of its Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the

shares of Preferred Stock at the time outstanding and any dividends accrued and unpaid.

- (e) If any shares of Common Stock to be reserved for the purpose of conversion of shares of Preferred Stock require by law registration or listing with, or approval of, any governmental authority, stock exchange or other regulatory body under any federal or state law or regulation or otherwise, including registration under the Securities Act of 1933, as amended, and appropriate state securities laws, before such shares may be validly issued or delivered upon conversion, the Corporation will in good faith and as expeditiously as possible meet such registration, listing or approval, as the case may be.
- (f) All shares of Common Stock which may be issued upon conversion of the shares of Preferred Stock or dividends accrued and unpaid will, upon issuance by the Corporation, be validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issuance thereof.
- (g) The Conversion Ratios in effect for Preferred Stock and the dividends accrued and unpaid shall be subject to adjustment from time to time as follows:
- (i) Stock Splits, Dividends and Combinations. In the event that the Corporation shall at any time subdivide the outstanding shares of Common Stock, the Conversion Ratios in effect immediately prior to such subdivision or the issuance of such subdivision shall be proportionately decreased, and in case the Corporation shall at any time combine the outstanding shares of Common Stock, the Conversion Ratio in effect immediately prior to such combination shall be proportionately increased, effective at the close of business on the date of such subdivision.
- (ii) Non-Cash Dividends, Stock Purchase Rights, Capital Reorganization and Dissolutions. In the event:
  - (A) that the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend, or any other distribution, payable otherwise than in cash; or
  - (B) that the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to subscribe for or purchase any shares of stock of any class or other securities, or to receive any other rights; or
  - (C) of any capital reorganization of the Corporation, reclassification of the capital stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock), consolidation or merger of the Corporation with or into another corporation, share exchange for all outstanding shares of Common Stock under a plan of exchange to which the Corporation is a party, or conveyance of all or substantially all of the assets of the Corporation to another corporation; or
  - (D) of the voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, and in any such case, the Corporation shall cause to be mailed to the holders of

record of the outstanding Preferred Stock, at least 10 days prior to the date hereinafter specified, a notice stating the date on which (x) a record is to be taken for the purpose of such dividend, distribution or rights, or (y) such reclassification, reorganization, consolidation, merger, share exchange, conveyance, dissolution, liquidation or winding up is to take place and the date, if any is to be fixed, as of which holders of Corporation securities of record shall be entitled to exchange their shares of Corporation securities for securities or other property deliverable upon such reclassification, reorganization, consolidation, merger, share exchange, conveyance, dissolution, liquidation or winding up.

3. VOTING. The shares of Preferred Stock do not have the right to vote.

4. LIQUIDATION RIGHTS.

- (a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to receive out of assets of the Corporation available for distribution to stockholders, before any distribution of assets is made to holders of Common Stock, an amount equal to \$10.00 per share, plus accumulated and unpaid dividends thereon to the date fixed for distribution ("Liquidation Amount").
- (b) A consolidation or merger of the Corporation (in the event that the Corporation is not the surviving entity) or sale of all or substantially all of the Corporation's assets shall be regarded as a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section 4. In the event of such a liquidation as contemplated by this Section 4(b), the holders of Preferred Stock shall be entitled to receive an amount equal to the greater of the Liquidation Amount or that which such holders would have received if they had converted their Preferred Stock into Common Stock immediately prior to such liquidation or winding up (without giving effect to the liquidation preference of or any dividends on any other capital stock ranking prior to the Common Stock).
- (c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation which involves the distribution of assets other than cash, the Corporation shall promptly engage competent independent appraisers to determine the value of the assets to be distributed to the holders of shares of Preferred Stock and the holders of shares of Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock of the appraiser's valuation.

5. OTHER MATTERS.

The Corporation may create, authorize or issue shares of any class or series of stock, or any security convertible into such class or series ranking senior to, junior to, or on parity with the Preferred Stock as to payment of dividends or as distributions in the event of a liquidation, dissolution or winding up of the Corporation.

(c) This amendment was adopted on May 19, 2004.

(d) This amendment was duly adopted by the Board of Directors. Shareholders action was not required.

This document is hereby executed under penalties of perjury, and is,  
to the best of my knowledge, true and correct.

Edward Alexander  
Signature of Officer

Edward Alexander

May 19, 2004

C:\My Documents\Joel's File Cabinet\Clients\Proton\Pref Stock Series A\Designation Cert of Series A P-S.doc

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

PROTON LABORATORIES, INC.

as filed in this office on May 28, 2004.

Date: January 15, 2010



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

**Articles of Amendment  
to the  
Articles of Incorporation  
of  
Proton Laboratories, Inc.  
A State of Washington Corporation**

05/28/2004 419700  
\$30.00 Check #1931  
Tracking ID: 728285  
Doc No: 419700-001

Person to contact about this filing: Joel Seidner, Esq.

tel. (713) 461-2627 ext. 210

UBI NUMBER: 602 021 123

FILED  
SECRETARY OF STATE  
SAM REED

May 28, 2004

STATE OF WASHINGTON

- (a) The name of the corporation is Proton Laboratories, Inc.
- (b) The Articles of Incorporation are hereby amended to add the terms of Series A Preferred Stock as follows:

Certificate of the Designation, Preferences, Rights and Limitations  
of  
Series A Convertible Preferred Stock  
of  
Proton Laboratories, Inc.

Proton Laboratories, Inc., (hereinafter referred to as the "Corporation"), a corporation incorporated and existing under the laws of the State of Washington,

**DOES HEREBY CERTIFY:**

That, the Articles of Incorporation of the Corporation authorizes the issuance of 20,000,000 shares of Preferred Stock, \$0.0001 par value per share, and expressly vests in the Board of Directors of the Corporation the authority to issue any or all of said shares in one or more series and by resolution or resolutions of the Board of Directors to establish the designation, number, full or limited voting powers, or the denial of voting powers, preferences and relative, participating, optional, and other special rights and the qualifications, limitations, restrictions and other distinguishing characteristics of each series to be issued:

RESOLVED, that pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation, the Series A Convertible Preferred Stock, par value \$0.0001 with a stated value of \$10.00 per share ("Preferred Stock"), is hereby authorized and created, said series to consist of up to 400,000 shares. The voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof shall be as follows:

1. DIVIDENDS ON PREFERRED STOCK.

The holders of Preferred Stock shall be entitled to receive out of funds legally

available therefor, dividends at the rate of eight percent (8%) per year in cash, payable in arrears. Any dividend payment that is missed shall be cumulative. Dividends accrued and unpaid shall be based on a 365 day year.

2. CONVERSION OF PREFERRED STOCK INTO COMMON STOCK.

- (a) Each holder of shares of Preferred Stock may, at his option and at any time and from time to time, convert any or all such shares, plus all dividends accrued and unpaid on such Preferred Stock up to the conversion date, on the terms and conditions set forth in this Section 2, into fully paid and non-assessable shares of the Corporation's Common Stock except that with respect to any shares of Preferred Stock called for redemption, the conversion right shall terminate at the close of business on the business day prior to the Redemption Date, unless default is made in the payment of the Redemption Price. The number of shares of Common Stock into which each share of Preferred Stock may be converted shall be determined by multiplying the number of shares of Preferred Stock to be converted by five (a "Conversion Ratio"). The number of shares of Common Stock into which all dividends accrued and unpaid on such Preferred Stock may be converted shall be determined by dividing the dollar amount of the sum of all dividends accrued and unpaid on such Preferred Stock by two (a "Conversion Ratio").

For example, one share of the Preferred Stock may be converted into five shares of common stock. For example, \$10,000 in dividends accrued and unpaid may be converted into 5,000 shares of common stock.

(b) Conversion Procedure.

(i) Conversion of Preferred Stock. To exercise his Preferred Stock conversion privilege, the holder of any shares of Preferred Stock shall surrender to the Corporation during regular business hours at the principal executive offices of the Corporation or at such other place as may be designated by the Corporation from time to time, the certificate or certificates for the Preferred Stock to be converted, duly endorsed for transfer to the Corporation accompanied by written notice stating that the holder irrevocably elects to convert such shares. Conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date." Within five (5) business days after the date on which such delivery is made, the Corporation shall issue and send (with receipt to be acknowledged) to the holder thereof, at the address designated by such holder, a certificate or certificates for the number of full shares of Common Stock to which the holder is entitled as a result of such conversion, and cash with respect to any fractional interest of a share based on a deemed per share value of common stock of \$2.00 per share of Common Stock as provided in paragraph (c) of this Section 2. The holder shall be deemed to have become a stockholder of record of the number of shares of Common Stock into which the shares of Preferred Stock have been converted on the applicable Conversion Date unless the transfer books of the Corporation are closed on that date, in which event he shall be deemed to have become a stockholder of record of such shares on the next succeeding date on which the transfer books are open, but the Conversion Ratio shall be that in effect on the Conversion Date. Upon conversion of only a portion of the number of shares of Preferred Stock represented by a

certificate or certificates surrendered for conversion, the Corporation shall within three (3) business days after the date on which such delivery is made, issue and send (with receipt to be acknowledged) to the holder thereof, at the address designated by such holder, a new certificate covering the number of shares of Preferred Stock representing the unconverted portion of the certificate or certificates so surrendered.

- (ii) Conversion of dividends accrued and unpaid. To exercise his conversion privilege for dividends accrued and unpaid, the holder of any shares of Preferred Stock shall deliver a notice to the Corporation during regular business hours at the principal executive offices of the Corporation or at such other place as may be designated by the Corporation from time to time, stating the dollar amount of dividends accrued and unpaid for his Preferred Stock accompanied by written notice stating that the holder irrevocably elects to convert such dividends accrued and unpaid. Conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date." Within five (5) business days after the date on which such delivery is made, the Corporation shall issue and send (with receipt to be acknowledged) to the holder thereof, at the address designated by such holder, a certificate or certificates for the number of full shares of Common Stock to which the holder is entitled as a result of such conversion, and cash with respect to any fractional interest of a share based on a deemed per share value of common stock of \$2.00 per share of Common Stock as provided in paragraph (c)(i) and (ii) of this Section 2. The holder shall be deemed to have become a stockholder of record of the number of shares of Common Stock into which the dividends accrued and unpaid have been converted on the applicable Conversion Date unless the transfer books of the Corporation are closed on that date, in which event he shall be deemed to have become a stockholder of record of such shares on the next succeeding date on which the transfer books are open, but the Conversion Ratio shall be that in effect on the Conversion Date.
- (c) No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Preferred Stock or the dividends accrued and unpaid. If more than one share of Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Preferred Stock or upon the conversion of dividends accrued and unpaid, the Corporation shall make a cash payment to the holder based on the deemed per share value of common stock of \$2.00 per share of Common Stock.
- (d) The Corporation shall at all times reserve for issuance and maintain available, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all Preferred Stock from time to time outstanding. The Corporation shall from time to time (subject to obtaining necessary director and stockholder action), in accordance with the laws of the State of Washington, increase the authorized number of shares of its Common Stock if at any time the authorized number of shares of its Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the



shares of Preferred Stock at the time outstanding and any dividends accrued and unpaid.

- (e) If any shares of Common Stock to be reserved for the purpose of conversion of shares of Preferred Stock require by law registration or listing with, or approval of, any governmental authority, stock exchange or other regulatory body under any federal or state law or regulation or otherwise, including registration under the Securities Act of 1933, as amended, and appropriate state securities laws, before such shares may be validly issued or delivered upon conversion, the Corporation will in good faith and as expeditiously as possible meet such registration, listing or approval, as the case may be.
- (f) All shares of Common Stock which may be issued upon conversion of the shares of Preferred Stock or dividends accrued and unpaid will, upon issuance by the Corporation, be validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issuance thereof.
- (g) The Conversion Ratios in effect for Preferred Stock and the dividends accrued and unpaid shall be subject to adjustment from time to time as follows:
  - (i) Stock Splits, Dividends and Combinations. In the event that the Corporation shall at any time subdivide the outstanding shares of Common Stock, the Conversion Ratios in effect immediately prior to such subdivision or the issuance of such subdivision shall be proportionately decreased, and in case the Corporation shall at any time combine the outstanding shares of Common Stock, the Conversion Ratio in effect immediately prior to such combination shall be proportionately increased, effective at the close of business on the date of such subdivision.
  - (ii) Non-Cash Dividends, Stock Purchase Rights, Capital Reorganization and Dissolutions. In the event:
    - (A) that the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend, or any other distribution, payable otherwise than in cash; or
    - (B) that the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to subscribe for or purchase any shares of stock of any class or other securities, or to receive any other rights; or
    - (C) of any capital reorganization of the Corporation, reclassification of the capital stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock), consolidation or merger of the Corporation with or into another corporation, share exchange for all outstanding shares of Common Stock under a plan of exchange to which the Corporation is a party, or conveyance of all or substantially all of the assets of the Corporation to another corporation; or
    - (D) of the voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, and in any such case, the Corporation shall cause to be mailed to the holders of

record of the outstanding Preferred Stock, at least 10 days prior to the date hereinafter specified, a notice stating the date on which (x) a record is to be taken for the purpose of such dividend, distribution or rights, or (y) such reclassification, reorganization, consolidation, merger, share exchange, conveyance, dissolution, liquidation or winding up is to take place and the date, if any is to be fixed, as of which holders of Corporation securities of record shall be entitled to exchange their shares of Corporation securities for securities or other property deliverable upon such reclassification, reorganization, consolidation, merger, share exchange, conveyance, dissolution, liquidation or winding up.

3. VOTING. The shares of Preferred Stock do not have the right to vote.

4. LIQUIDATION RIGHTS.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to receive out of assets of the Corporation available for distribution to stockholders, before any distribution of assets is made to holders of Common Stock, an amount equal to \$10.00 per share, plus accumulated and unpaid dividends thereon to the date fixed for distribution ("Liquidation Amount").

(b) A consolidation or merger of the Corporation (in the event that the Corporation is not the surviving entity) or sale of all or substantially all of the Corporation's assets shall be regarded as a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section 4. In the event of such a liquidation as contemplated by this Section 4(b), the holders of Preferred Stock shall be entitled to receive an amount equal to the greater of the Liquidation Amount or that which such holders would have received if they had converted their Preferred Stock into Common Stock immediately prior to such liquidation or winding up (without giving effect to the liquidation preference of or any dividends on any other capital stock ranking prior to the Common Stock).

(c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation which involves the distribution of assets other than cash, the Corporation shall promptly engage competent independent appraisers to determine the value of the assets to be distributed to the holders of shares of Preferred Stock and the holders of shares of Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock of the appraiser's valuation.

5. OTHER MATTERS.

The Corporation may create, authorize or issue shares of any class or series of stock, or any security convertible into such class or series ranking senior to, junior to, or on parity with the Preferred Stock as to payment of dividends or as distributions in the event of a liquidation, dissolution or winding up of the Corporation.

(c) This amendment was adopted on May 19, 2004.

(d) This amendment was duly adopted by the Board of Directors. Shareholders action was not required.

This document is hereby executed under penalties of perjury, and is,  
to the best of my knowledge, true and correct.

Edward Alexander  
Signature of Officer

Edward Alexander

May 19, 2004

C:\My Documents\Joel's File Cabinet\Clients\Proton\Pref Stock Series A\Designation Cert of Series A P-S.doc

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this

certificate that the attached is a true and correct copy of

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

of

PROTON LABORATORIES, INC.

as filed in this office on July 3, 2006.

Date: January 15, 2010



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

STATE of WASHINGTON



SECRETARY of STATE

Corporation Name:

PROTON LABORATORIES, INC.  
c/o JOHN COLLINSWORTH CPA  
4195 STATE RT 508  
CINEBAR WA 98533

U.B.I. Number:  
602 021 123

## CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

In accordance with RCW 23B.14.210, the above corporation is hereby administratively  
dissolved as of July 03, 2006.

This action was taken due to the failure of the corporation to file an annual list of  
officers/license renewal within the time set forth by law.

A copy of this certificate is on file in this office:

Corporations Division  
Office of the Secretary of State  
PO Box 40234  
Olympia, Washington 98504-0234  
(360) 753-7115

*Given under my hand and the seal of the State  
of Washington at Olympia, the State Capital.*

Sam Reed, Secretary of State

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this

certificate that the attached is a true and correct copy of

APPLICATION FOR REINSTATEMENT/REINSTATEMENT REPORT

of

PROTON LABORATORIES, INC.

as filed in this office on February 21, 2007.

Date: January 15, 2010



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State



Corporations Division • 801 Capital Way South • PO Box 40234 • Olympia, WA 98504-0234 • 360/753-7115 • Fax 360/664-0055

APPLICATION FOR REINSTATEMENT  
OF A  
DOMESTIC (WASHINGTON) CORPORATION  
RCW 23B.14.220

FILED  
SECRETARY OF STATE  
SAM REED  
FEB 21, 2007  
STATE OF WASHINGTON

02/05/07 997042-001  
\$272.50 K #2716  
RD:1241419

02/21/07 1007430-001  
\$0.00 D  
RD:1241419

Pursuant to RCW 23B.14.220 of the Washington Business Corporation Act, the undersigned corporation applies for reinstatement and states the following:

- 1) This form must be submitted along with corporate reinstatement report and Appropriate fees.
- 2) The corporate name on the date of administrative dissolution was:  
PROTON LABORATORIES, INC.
- 3) The date of administrative dissolution was: July 3, 2006
- 4) The corporate name listed above meets the requirements of RCW 23B.04.010. If the corporate name no longer meets these requirements, Articles of Amendment are included with the reinstatement application.
- 5) The following is an explanation to show that the grounds for administrative dissolution either did not exist or have been eliminated. (Check one or more of the following statements):

- The license fees are hereby tendered.
- NSF/Account closed fees are hereby tendered.
- The annual report (list of officers/directors) has been completed and is hereby submitted for filing.
- Their registered agent and/or registered office address in Washington has been designated on the corporate reinstatement report. (If the registered agent is other than the agent at the time of dissolution, the written consent of the new registered agent must appear in the space provided.)

Signature of Officer or Chairman of Board of Directors

Date

Edward E. Alexander  
Type or Print Name and Title

01-31-07

EDWARD E. ALEXANDER, CEO

STATE of WASHINGTON



SECRETARY of STATE

Corporations Division • 801 Capitol Way South • PO Box 40234 • Olympia, WA 98504-0234 • 360/753-7115 • Fax 360/664-0055

**CORPORATE REINSTATEMENT REPORT**

CORPORATE ACCOUNT # 2-918357-1  
 UNIFIED BUSINESS IDENTIFIER 602 021 123  
 STATE OF INCORPORATION WA  
 DATE OF INCORPORATION 3/14/2000

Corporate Name and Registered Agent / Office Address  
 PROTON LABORATORIES, INC.  
 JOHN COLLINGSWORTH CPA  
 4195 STATE RT 508  
 CINEBAR WA 98533

STATEMENT OF FEES		
RENEWAL PERIOD	BACK FEES/PENALTIES DUE	REINSTATEMENT FEE
4/01/06-3/31/08	172.50	100.00
<b>TOTAL AMOUNT NOW DUE TO REINSTATE</b>		<b>\$272.50</b>

IF REGISTERED AGENT OR ADDRESS HAS CHANGED, COMPLETE THIS SECTION - These actions have been authorized by the Board of Directors.

New Registered Agent's Name \_\_\_\_\_ (Please Type or Print)  
 New Agent's Consent to Appointment \_\_\_\_\_ (Signature of newly appointed Agent)

New Registered Office Address \_\_\_\_\_ City \_\_\_\_\_ WA \_\_\_\_\_ Effective Date \_\_\_\_\_  
 (Street Address) (zip code)

Please Note: A Post Office Box may only be used in conjunction with a physical street address.

**ANNUAL REPORT SECTION - FILL IN COMPLETELY - TYPE OR PRINT IN BLACK INK**

Address of principal place of business in WA \_\_\_\_\_  
 Telephone Number \_\_\_\_\_ (Include Street, City, State & ZIP code)  
 of Corporation ( ) \_\_\_\_\_

Briefly describe the affairs the corporation is conducting in the state of Washington \_\_\_\_\_

List NAMES AND ADDRESS(ES) of corporate officers and directors. (attach additional list, if needed.)

Position	Name	Address	City	State	Zip
President	EDWARD E. ALEXANDER	1135 Atlantic Ave. #101,	Alameda,	CA	94501
Vice-Pres					
Secretary					
Treasurer					
Chair Bd. Directors	GARY A. TAYLOR	333 S.E 2nd Avenue,	Portland	OR	97214
Directors	MICHEL LEDWIG	1135 Atlantic Ave. #101,	Alameda,	CA	94501

Name \_\_\_\_\_ Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_  
*Edward E. Alexander* Edward E. Alexander  
 (Signature) (Type or Print Name and Title) Date 01-31-07

Document must be signed by either Chair of the Board of Directors or by an officer listed above.  
 Make checks payable to the Secretary of State and return to: Corporations Division, Office of the Secretary of State,  
 801 Capitol Way South, PO Box 40234, Olympia, WA 98504-0234.

SW Date: 01/26/07 10:12 AM  
 PRI



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**Business Address:** 1115 South Central Avenue, Quincy, WA 98848

**Business Numbers:** 509-787-0106  
509-931-3238      Facsimile

**Business:** Proton Laboratories provides equipment which treats water with electrolysis to create a non-chemical medium to be utilized for a wide array of industrial applications. Some of these applications are in the areas of food disinfection, cooling tower maintenance, organic agricultural growth and in other anti-microbial processes.

Proton Laboratories currently imports these electrolysis systems from Japan for product distribution in the United States.

UNITED STATES OF AMERICA

The State of  Washington  
Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

PROTON LABORATORIES, INC.

as filed in this office on July 9, 2009.

Date: January 15, 2010



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State



STATE OF WASHINGTON  
SECRETARY OF STATE



APD

### Washington Profit Corporation

See attached detailed instructions

Filing Fee \$30.00

Filing Fee with Expedited Service \$50.00

This Box For Office Use Only

07/09/09 1544886-001  
\$50.00 K #98

tid: 1731032

FILED  
SECRETARY OF STATE  
SAM REED

JULY 9, 2009

STATE OF WASHINGTON

UBI Number: **602021123**

## ARTICLES OF AMENDMENT

Chapter 23B.10 RCW

### SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)

**PROTON LABORATORIES, INC**

### SECTION 2

AMENDMENTS were adopted on this DATE: **April 24<sup>th</sup> 2009**

### SECTION 3

ARTICLES OF AMENDMENT WERE ADOPTED BY: (please check one of the following)

- Board of Directors (shareholder action was not required)
- Duly approved by shareholders in accordance with 23B.10.030 and 23B.10.040 RCW
- Incorporators (shareholder action was not required)

### SECTION 4

AMENDMENTS TO ARTICLES ON FILE: (if necessary, attach additional information)

**SEE ATTACHED**

### SECTION 5


EFFECTIVE DATE OF ARTICLES OF AMENDMENT: (please check one of the following)

- Upon filing by the Secretary of State
- Specific Date: \_\_\_\_\_ (Specified effective date must be within 90 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)

### SECTION 6

SIGNATURE (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X  **JAMES R. WHEELER / CEO** **7/6/09** **760-420-9969**  
 Signature Printed Name/Title Date Phone Number

**Articles of Amendment  
to the  
Articles of Incorporation  
of**

**Proton Laboratories, Inc.  
A Washington corporation**

Person to contact about this filing: Bruce M. Pritchett, Esq. Tel: 704-584-0268

UBI NUMBER: 602 021 123

- (a) The name of the corporation is: Proton Laboratories, Inc.
- (b) The Articles of Incorporation are hereby amended to add the terms of the Series B Convertible Preferred Stock as follows:

**Certificate of Designation of  
Series B Convertible Preferred Stock of  
Proton Laboratories, Inc.**

Proton Laboratories, Inc. (the "Company"), a Washington corporation, HEREBY CERTIFIES:

**RESOLVED:** That pursuant to the attached resolution of the Board of Directors adopted on the 30<sup>th</sup> day of January, 2009, by unanimous written consent in lieu of meeting, the following certificate of designation of the Company's Series B Convertible Preferred Stock was approved by the Board of Directors on behalf of the Company, and the new relative rights and preferences of such series of Convertible Preferred Stock were fixed and established as set forth herein.

**RESOLVED,** Pursuant to authority granted under the Company's Articles of Incorporation, as amended, the Company's shareholders and Board of Directors hereby approve the following certificate of designation for Series B Convertible Preferred Stock of the Company to be known as "Series B Convertible Preferred Stock"; and further

**RESOLVED,** the Board of Directors hereby ratifies and approves the following rights, preferences and limitations of the Convertible Preferred Stock:

## SERIES B CONVERTIBLE PREFERRED STOCK

- Section 1.** Issuer: Proton Laboratories, Inc., a Washington corporation (the "Company").
- Section 2.** Designated Series: Series B Convertible Preferred Stock.
- Section 3.** Par Value: \$.0001
- Section 4:** Maximum Number of Shares in Series: 19,600,000 (the "Shares").
- Section 5:** Issue Price: \$.0001 per Share or such other and higher value as the Company may from time to time designate.
- Section 6:** Dividends: Holders of the Shares shall be entitled to such dividends as the Board of Directors may declare from time to time, payable from the funds of the Company lawfully available therefor.
- Section 7:** Liquidation Preference:

7.1 Distribution Amount: In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of the Shares are entitled to receive out of the assets of the Company available for distribution to stock holders, before any other distribution of assets is made to holders of common stock or other stock ranking junior to the Shares as to liquidation, a liquidating distribution as to each Share in an amount equal to the Issue Price. If upon voluntary or involuntary liquidation, dissolution or winding up of the Company, the amounts payable with respect to the Shares are not paid in full, the holders of the Shares will share ratably in such distribution of assets of the Company in proportion to the full respective preferential rights to which they are entitled. After payment of the full amount of the liquidating distribution to which they are entitled, the holders of the Shares will not be entitled to any further participation in any distribution of assets by the Company.

7.2 Consolidation or Merger: A consolidation or merger of the Company with or into any other corporation or corporations or a sale of all or substantially all of the assets of the Company, or a series of related transactions in which more than 50% of the voting power of the Company is disposed of, shall not be deemed to be a liquidation, dissolution or winding up within the meaning of this Section 7.

7.3 Non-cash Distributions. If any of the assets of the Company are to be distributed

other than in cash under this Section 7, then the Board of Directors of the Company shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of the Shares. The Company shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of Shares of the Appraiser's valuation.

**Section 8. Conversion:** The holders of the Shares shall have conversion rights, as follows (the "Conversion Rights"):

8.1 Conversion Rate. Subject to the limitations set forth below, each Share shall be convertible, at the option of either the Company or the holder of the Shares, at any time after the date of issuance of such Shares, at the office of the Company or any transfer agent for such Shares, into one thousand (1,000) shares of the Company's common stock for no additional consideration.

8.2 Availability of Common Stock on Conversion. The Company shall keep in reserve at all times sufficient shares of Common Stock to satisfy conversion of all issued and outstanding Shares. No Shares shall be convertible by the holder thereof unless on the date of the proposed conversion the Company shall have available shares of Common Stock which are authorized, un-issued and not reserved for any other event or contingency, in an amount sufficient to convert all of the Shares issued and outstanding on the date of the proposed conversion. If the Company does not keep sufficient shares in reserve, it shall amend its Articles of Incorporation, or otherwise adjust its capital structure, so as to provide for conversion of the Shares, as soon as practicable after receiving written demand for conversion from a holder of the Shares. Non-availability of common stock sufficient to satisfy conversion of the Shares shall not in any way affect the Voting Rights of the Shares. Such Voting Rights of the shares are additional to any conversion rights the Shares have.

8.3 Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of the Shares. The number of Shares of Common Stock to be issued shall be rounded up to the next whole share. Any conversion of Shares pursuant to this Section by any person shall be done on an aggregate basis taking into account all Shares held by such person (i.e., rounding up shall occur only once for each person). Before any holder of Shares shall be entitled to convert the same into whole shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly

endorsed, at the office of the Company or any transfer agent for the Shares. Before any conversion of Shares, the holder of the Shares shall give written notice to the Company at such office that said holder elects to convert the same, and shall state therein the name in which said holder wishes the certificate or certificates for shares of Common Stock to be issued, as well as the address where such certificates shall be sent. The Company shall, as soon as practicable thereafter, issue and deliver to such address and to such holder of Shares, or to said holder's nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which said holder shall be entitled. Except as set forth in this Section 8, such conversion shall be deemed to have been made immediately prior to the close of business on the day of such surrender of Shares 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 on such date. Upon conversion of only a portion of the number of Shares represented by a certificate so surrendered for conversion, the Company shall issue and deliver to the holder of the certificate so surrendered for conversion, or such holder's nominee, at the expense of the Company, a new certificate covering the number of Shares representing the unconverted portion of the certificate so surrendered.

#### 8.4 Adjustments to Conversion Ratio.

(a) Adjustments for Combinations or Consolidation of Stock. There shall be no adjustments made for any combination or consolidation of the Company's stock, whether such stock be common or preferred stock. The conversion ratio shall remain the same under all circumstances,

(b) Adjustments for Merger or Reorganization, etc. There shall be no adjustments made to the conversion ratio in the case of any merger of the Company with or into another company or the conveyance of all or substantially all of the assets of the Company into another company.

8.5 Transfer Costs. The Company shall pay any and all documentary stamp and other transactional taxes attributable to the issuance or delivery of shares of Common Stock upon conversion of any Shares.

8.6 Registration. If any shares of Common Stock to be reserved for the purpose of conversion of Shares require registration or listing with, or approval of, any

governmental authority, stock exchange or other regulatory body under any federal or state law or regulation or otherwise, before such shares may be validly issued or delivered upon conversion, the Company may, in good faith and as expeditiously as possible, at its expense, endeavor to secure such registration, listing or approval, as the case may be. All shares of Common Stock issuable upon conversion under this Section 8 shall be issued in unregistered form as "restricted securities" under the Securities Act of 1933, as amended; provided, however, that the Company shall have the right—in its sole discretion—to register such shares of Common Stock prior to issuance.

8.7 Status of Shares. All shares of Common Stock issued upon conversion of the Shares will upon issuance by the Company be validly issued, fully paid, non-assessable and free from all taxes, liens and charges with respect to the issuance thereof.

8.8 Cancellation of the Shares: Upon conversion of any Shares into Common Stock, said converted Shares shall be cancelled and not thereafter be re-issued by the Company as Shares but shall instead be restored to the status of authorized but unissued shares of preferred stock of the Company undesignated as to series.

**Section 9. Voting Rights:** The holders of the Shares shall be entitled to notice of any shareholders' meeting and to vote upon any matter submitted for a vote (or a written consent to action without a meeting) by the holders of the Company's preferred or common stock. Each share of Convertible Preferred Stock shall be entitled to one thousand (1,000) votes on all matters presented to the stockholders, including the election of directors. The holders of the Shares may take action without a meeting, and without sending notice of a meeting to other holders of the Shares, if the holders of a majority of Shares then outstanding execute a written consent to action without a meeting. These voting rights are valid even if the shares are not converted into common stock.

**Section 10. Notices:** Any notice required by the provisions of the foregoing paragraphs to be given to the holders of Shares shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Company.

**Section 11. Amendments:** Upon receiving the consent of the holders of at least a majority of the Shares then outstanding, the Company may amend or modify any of the foregoing rights, privileges and preferences with respect to the Shares.



**RESOLVED:** That upon execution, this Certificate of Designation with respect to the Convertible Preferred Shares, establishing and designating such Shares' series and relative rights and preferences, shall become effective.

Executed this 30<sup>th</sup> day of January, 2009.

Edward Alexander Director

[Signature] Director

[Signature] Director

[Signature] Director

(c) This amendment was adopted on January 30, 2009.

(d) This amendment was duly adopted by the Board of Directors on January 30, 2009. Shareholder action was not required.

This document is hereby executed under penalties of perjury, as is, to the best of my knowledge, true and correct.

[Signature]  
Signature of Officer

Jim Wheeler, CEO

April 24, 2009