

CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.
3565 SW CORPORATE PARKWAY
PALM CITY, FLORIDA 34990

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 30, 2009

To our Shareholders:

Notice is hereby given that our 2009 annual meeting of shareholders will be held at the law offices of Greenberg Traurig, P.A., located at 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486 on Monday, September 30, 2009, beginning at 9:30 a.m., E.D.T. At the meeting, shareholders will vote on the following matters:

1. Electing the members of the Board of Directors of the Company, each to hold office for a term of one year until our 2010 annual meeting of shareholders;
2. Amending and restating the Company's Articles of Incorporation to, among other things, authorize "blank check" preferred stock, par value \$0.001 (the "**Preferred Stock**"), to designate 33,029,750 shares of the Preferred Stock as a class of Series A Preferred Stock (the "**Series A Preferred**") and to set forth the related preferences, rights, and limitations of the Series A Preferred in the form of an Amended and Restated Articles of Incorporation (the "**Amended and Restated Charter**"); and
3. Acting upon such other business as may properly come before the annual meeting or any postponement or adjournment thereof.

Our Board of Directors is not aware of any other business to come before the annual meeting.

Shareholders of record as of the close of business on August 25, 2009 are entitled to notice of and to vote their shares by proxy or at the annual meeting or any postponement or adjournment thereof.

By Order of the Board of Directors,

/s/ Ronn Schuman
Ronn Schuman
Chairman & President

Palm City, Florida
September 1, 2009

YOUR VOTE IS IMPORTANT

IT IS IMPORTANT THAT PROXY CARDS BE RETURNED PROMPTLY. THEREFORE, WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD AS SOON AS POSSIBLE IN THE ENCLOSED RETURN ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. SHAREHOLDERS WHO EXECUTE A PROXY CARD MAY NEVERTHELESS ATTEND THE MEETING, REVOKE THEIR PROXY AND VOTE THEIR SHARES IN PERSON.

**2009 ANNUAL MEETING OF SHAREHOLDERS
OF
CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.**

PROXY STATEMENT

This proxy statement contains information related to our annual meeting of shareholders to be held on Wednesday, September 30, 2009, beginning at 9:30 a.m., E.D.T, at the law offices of Greenberg Traurig, P.A., located at 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486 and at any adjournments or postponements thereof. Our Board of Directors solicits the accompanying proxy for use at our annual meeting of shareholders.

The approximate date that this proxy statement and the enclosed form of proxy are first being sent or given to our shareholders is September 1, 2009. Our corporate headquarters are located at 3565 SW Corporate Parkway, Palm City, Florida 34990, our telephone number is (800) 526-8006 and our website is www.connectyx.com. This proxy statement will be posted on our website and can be viewed by visiting the "Investor Relations" section.

When used in this proxy statement, the terms the "Company", "Connectyx", "we", "our" and "us" refer to Connectyx Technologies Holdings Group, Inc., a Florida corporation.

ABOUT THE MEETING

What is the purpose of the Annual Meeting?

At the annual meeting, shareholders will vote on (i) the election of members of our Board of Directors, (ii) the approval of the Amended and Restated Charter and (iii) any other matters that properly come before the meeting or any postponement or adjournment thereof. Our Board of Directors is not aware of any matters that will be brought before the annual meeting, other than procedural matters, that are not referred to in the enclosed notice of the annual meeting. In addition, our management will report on our performance during 2008 and respond to questions from our shareholders.

Who is entitled to vote?

Only shareholders of record at the close of business on the record date, August 25, 2009 (the "**Record Date**"), are entitled to receive notice of the annual meeting and to vote the shares of Common Stock they held on that date at the meeting or any postponement or adjournment of the meeting. Each outstanding share of Common Stock entitles its holder to cast one vote on each matter to be voted upon.

Who can attend the meeting?

All shareholders as of the Record Date, or their duly appointed proxies, may attend. Please note that if you hold shares in "street name" (that is, through a broker or other nominee), and plan to attend and vote in person at the annual meeting, you will need to bring evidence of your stock ownership, such as a copy of a brokerage statement, reflecting your stock ownership as of the record date and valid picture identification.

What constitutes a quorum?

The presence at the annual meeting, in person or by proxy, of the holders of a majority of the votes entitled to be cast at the meeting will constitute a quorum, permitting the meeting to conduct its business. As of the Record Date, 96,161,074 shares of our Common Stock held by 503 shareholders of record were issued and outstanding on a fully diluted basis. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting, but will not be counted as votes cast “*for*” or “*against*” any given matter. A broker non-vote occurs when shares held by a broker are not voted with respect to the proposal because the broker does not have discretionary voting power with respect to that proposal and has not received instructions from the beneficial owner of the shares.

If less than a majority of outstanding shares entitled to vote are represented at the meeting, a majority of the shares present at the meeting may adjourn the meeting to another date, time or place, and notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before an adjournment is taken.

How do I vote?

If you complete and properly sign the accompanying proxy card and return it to us, it will be voted as you direct. If you are a shareholder of record and you attend the meeting, you may deliver your completed proxy card in person. “Street name” shareholders who wish to vote at the meeting will need to obtain a legal proxy from the broker or other nominee institution that holds their shares as a holder of record and present it to the inspector of elections.

If you hold your shares in “street name” through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker or nominee specific instructions, your shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. Shares represented by such “broker non-votes” will, however, be counted in determining whether there is a quorum.

Can I change my vote after I return my proxy card?

Yes. Even after you have submitted your signed proxy, you may revoke your proxy and change your vote at any time before the proxy is exercised by filing with our President either a notice of revocation or a duly executed proxy bearing a later date. The powers of the proxy holders will be suspended if you attend the meeting in person and so request, although attendance at the meeting by itself will not revoke a previously granted proxy.

What are the Board of Director’s recommendations?

Our Board of Directors unanimously recommends that shareholders vote:

- for* the election of the nominated slate of directors. See “Proposal No. 1 – Election of Directors” on page 5.
- for* the approval of the Amended and Restated Charter. See “Proposal No. 2 – Approval of the Amended and Restated Charter to Authorize the Preferred Stock, to Designate 33,029,750 shares of Preferred Stock as Series A Preferred and to set forth the Related Preferences, Rights, and Limitations of the Series A Preferred” on page 7.

If your proxy card is properly executed and received in time for voting, and not revoked, it will be voted in accordance with your instructions marked on the proxy card. In the absence of any instructions or directions to the contrary, the person(s) named as proxy holder(s) on the enclosed proxy card will vote all shares of Common Stock in accordance with the recommendations of our Board of Directors.

The Board of Directors does not know of any other matters other than the proposals set forth above that may be brought before the annual meeting or any postponement or adjournment thereof, nor does it foresee or have reason to believe that the proxy holders will have to vote for substitute or alternate director nominees. In the event that any other matter should properly come before the annual meeting or any director nominee is not available for election, the proxy holders will have discretionary authority to vote all proxies not marked to the contrary with respect to such matters in accordance with their discretion.

What vote is required to approve each item?

Election of Directors. The affirmative vote of a plurality of the votes cast by the holders of our outstanding Common Stock as of the Record Date (one vote per share) at the annual meeting, either in person or by proxy, is required for the election of directors. Consequently, withholding of votes, abstentions and broker non-votes with respect to shares otherwise present at the annual meeting in person or by proxy will not be voted with respect to the director or directors indicated, although they will be counted for purposes of determining whether there is a quorum. Therefore, the five director nominees receiving the most votes at the annual meeting shall be elected as the members of the Board of Directors. Shareholders do not have the right to cumulate their votes for directors.

Other Items. For each other item, provided that a quorum is present, the affirmative vote of a majority of the votes cast by the holders of our outstanding Common Stock as of the Record Date (one vote per share) at the annual meeting, either in person or by proxy, is required for approval. Consequently, withholding of votes, abstentions and broker non-votes with respect to shares otherwise present at the annual meeting in person or by proxy will have the effect of a vote against Proposal No. 2 (to approve the Amended and Restated Charter) and any other matter that may properly come before the annual meeting.

Am I entitled to dissenters' or appraisal rights?

Under Florida law, shareholders will not have any dissenters' or appraisal rights in connection with any of the proposals.

Who pays for the proxy solicitation?

We will pay the cost of the proxy solicitation, including the cost of preparing, printing, assembling and mailing the notice of meeting, proxy statement and enclosed proxy card. In addition to the use of mail, our employees may solicit proxies personally and by telephone. Our employees will receive no compensation for soliciting proxies other than their regular salaries. We may request banks, brokers and other custodians, nominees and fiduciaries to forward copies of the proxy materials to the beneficial owners of our Common Stock and to request authority for the execution of proxies. We may reimburse such persons for their expenses incurred in connection with these activities.

The approximate date that this proxy statement and the enclosed form of proxy are first being sent to shareholders is September 1, 2009. Our corporate headquarters are located 3565 SW Corporate Parkway, Palm City, Florida 34990, and our telephone number is (800) 526-8006. A list of shareholders entitled to vote at the annual meeting will be available at our corporate offices, during normal business

hours, for a period of ten (10) days prior to the meeting and at the meeting itself for examination by any shareholder.

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of the Record Date, there were 96,161,074 shares of our Common Stock issued and outstanding on a fully diluted basis. The following table shows, as of the Record Date, the number of shares of Common Stock beneficially owned by (i) each of our directors, (ii) each of our executive officers named in the table below, (iii) all of our directors and executive officers as a group and (iv) each person known by us to beneficially own more than 5% of any class of our outstanding voting securities.

Name and Address ⁽¹⁾	Aggregate Number of Shares Beneficially Owned	Percentage of Shares Outstanding
Officers and Directors		
Jon Pevzner	6,070,000	6.31%
Ronn Schuman	15,845,000	16.48%
Dr. William Carlson	3,000,000	3.12%
Michael Miness	250,000	*
Jeff Frankel	2,529,750	2.63%
All directors and executive officers as a group (5 persons)	27,694,750	28.80%
More than 5% Holders		
Big Apple Equities	4,999,999	5.20 %
Rick Seifert, Jr.	15,000,000	15.60%

*Less than 1%

(1) Unless otherwise provided, the address of each beneficial holder listed above is c/o Connectyx Technologies Holdings Group, Inc., 3565 SW Corporate Parkway, Palm City, Florida 34990.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Our Articles of Incorporation provide that Mr. Ronn Schuman is our only director. Assuming the approval of Proposal No. 2, the Amended and Restated Charter will provide that the number of directors is to consist of at least one director, with the exact number to be fixed from time to time in accordance with our Bylaws. Our Bylaws provide that the number of directors is to be determined by our shareholders at their annual meeting. Therefore, the approval of this Proposal No. 1 with respect to electing the five (5) nominees to our Board of Directors set forth below shall set the number of members of our Board of Directors at five (5).

The Board of Directors has nominated Mr. Schuman, Mr. Pevzner, Dr. Carlson, Mr. Frankel, and Mr. Miness to be elected as directors at the annual meeting. Each director elected at the annual meeting will serve a term of one year until his or her respective successor has been duly elected and qualified or until the director's resignation or removal. Messrs. Schuman and Pevzner have each served on our Board of Directors since 2007 and Dr. Carlson and Messrs. Frankel and Miness have each served on our Board of Directors since 2009.

We expect that our director nominees will be available for election, but if any of them should become unavailable to stand for election at any time before the annual meeting, the proxies may be voted for a substitute nominee selected by the independent members of the Board of Directors.

DIRECTORS

Our directors and director nominees, their ages as of the Record Date, term expirations and business experience for the past 5 years, unless otherwise indicated, is set forth below. There are no family relationships among any of our directors. There are no other nominees for director known to us at this time.

<u>Name</u>	<u>Age</u>	<u>Present Term Expires</u>	<u>Position</u>
Ronn Schuman	54	2009	Director since 2007, Chairman, CEO and President
Jon Pevzner	48	2009	Director since 2007, Executive Vice President and Chief Information Officer
Dr. William Carlson	54	2009	Director since 2009
Jeff Frankel	46	2009	Director since 2009
Michael Miness	62	2009	Director since 2009

Ronn Schuman – Chairman, Chief Executive Officer and President.

Mr. Ronn Schuman has served as our President and Chief Executive Officer since March 2004 and has been the Chairman of our Board of Directors since 2007. He has over 25 years of expertise in healthcare and technology. Prior to joining the Company in 2004, from August 1999 through October 2003, Mr. Schuman was the senior vice president and chief operating officer of Liberator Medical

Supply, Inc., a full service medical supply and mail order company (“LMS”). Prior thereto, starting in April 1997, he was the vice president of compliance and new business for LMS. From February 1995 through March 1997, Mr. Schuman was the chief executive officer of Allied Medco, a hospital based medical supply company which was the successor to ADR Home Care Services (“ADR”). From December 1984 to February 1995, Mr. Schuman was the owner and founder of ADR-Some of Mr. Schuman's areas of expertise include team facilitation, medical billing, call center development, mail order fulfillment and management - process consulting. Mr. Schuman earned his bachelor’s degree from the University of Phoenix and is a licensed Respiratory Therapist. Mr. Schuman is also a part time healthcare accreditation consultant for Accreditation Commission for Health Care.

Jon Pevzner – Executive Vice President, Chief Information Officer and Director.

Mr. Jon Pevzner has served as our Chief Information Officer since March 2004 and has been a director since 2007. Prior to joining the Company in 2004, from January 2000 through March 2003, Mr. Pevzner was the chief information officer of LMS. From January 1997 through January 2000, he was the owner and managing partner of Cyberdyne Systems, Inc., a computer networking and web design firm. Mr. Pevzner’s expertise range from company operations to design and implementation of dynamic e-commerce web sites. He has also analyzed, designed and implemented networking technologies, diagnosed and repaired software, hardware, configurations, and compatibility and security issues Mr. Pevzner has additional experience as a systems engineer/consultant and has been responsible for analyzing existing computer systems and advising clients regarding upgrades, maintenance and computer remanufacturing. Mr. Pevzner earned a degree in electrical technology from the Aviron Technical Institute in Montreal, Quebec and has a journeyman certification, 3Com certification in NBX telephony and system design.

Dr. William Carlson – Chief Medical Officer and Director.

Dr. William Carlson has severed as our Chief Medical Officer and has been a director since 2009. Dr. Carlson is a board certified orthopaedic surgeon practicing his specialty since 1986. He is currently president of the medical staff at Martin Memorial Health Systems and a member of its board of directors, where he has been a member of the medical staff and served on the medical executive committee for the past 10+ years. Upon relocating to Florida Dr. Carlson co-founded South Florida Orthopaedics & Sports Medicine and has been its manager partner since inception in 1992. Dr. Carlson established his first orthopaedic specialty practice serving the northwest region of Minneapolis in 1986. Prior thereto, Dr. Carlson began his career in the Minneapolis area, initially at Comprehensive Medical Care, a multi-specialty group with more than sixty-five physicians, becoming partner and board member prior to a corporate acquisition. Dr. Carlson received a Bachelors of Science in Biology from the University of Illinois and his Medical Degree from St. Louis University School of Medicine in St. Louis, Missouri. He completed his orthopaedic residency at Wayne State University in Detroit, Michigan. Dr. Carlson also serves on the Board for several corporate, educational and non-profit entities.

Jeff Frankel –Director.

Mr. Jeff Frankel commenced his role as director in 2009. Mr. Frankel has 23 years of healthcare industry and extensive mergers and acquisitions experience; including five years of management consulting with Ernst & Young. He currently serves as executive vice president and partner of Astria Solutions Group, a national software manufacturer providing server and SaaS based document/content management solutions. Mr. Frankel is also the former chief executive officer of WebCMN, Inc., which was acquired by Authentidate Holding Corporation [NASDAQ: ADAT], in 2001. He then served as division president through 2006 for Trac Medical Solution's, Inc., a Division of Authentidate Holding Corporation. From

1995 to 2002, Mr. Frankel served as chief operating officer of Health Focus of N.Y., LLC, a full service respiratory provider with annualized revenues of \$12.5 million. Mr. Frankel is a former board member of Seton's Healthcare Foundation and is responsible for negotiating Medicare's acceptance of digital signatures as well as overseeing the strategic alliance with the United States Postal Service Electronic Postmark Initiative. Mr. Frankel currently serves as a foundation board member for the Center for Disability Services. He holds an MBA in Health Systems Administration from Union College in Schenectady, N.Y.

Michael Miness –Director.

Mr. Michael Miness commenced his role as director in 2009. Mr. Miness is currently a principal with MDM Development, an entity providing consultative services related to healthcare program and product development. He is the former owner and chief executive officer of the Glenhaven Organization in New York, an organization providing healthcare to the community and special needs populations on Long Island. Mr. Miness has a background in urban planning and community development. Earlier in his career, Mr. Miness served as deputy director of Urban Renewal for the City of Glen Cove, followed by a position as executive director of the Huntington Community Development Agency. Mr. Miness received a Masters in Economics from New York University.

MEETINGS OF THE BOARD OF DIRECTORS

During the fiscal year ended December 31, 2008, the Board of Directors held three meetings, of which each director attended 100% of the number of meetings of the Board of Directors held during the period he served on the board. We have not established a formal policy regarding director attendance at our annual meetings of shareholders, but our directors generally do attend the annual meeting.

COMPENSATION

Outside members of our Board of Directors currently receive 250,000 shares of our Common Stock per year as compensation for serving on the board.

VOTE REQUIRED

Approval of the election of the Board of Director nominees requires the affirmative vote "For" the proposal from a plurality of the votes cast, either in person or by proxy, at the annual meeting by the holders of the outstanding shares of our Common Stock (one vote per share) as of the Record Date. The director nominees receiving the most votes at the annual meeting shall be elected as the members of the Board of Directors.

BOARD RECOMMENDATION

The Board of Directors unanimously recommends a vote "FOR" each of the director nominees in Proposal No. 1.

PROPOSAL NO. 2

APPROVAL OF AMENDED AND RESTATED CHARTER TO AUTHORIZE THE PREFERRED STOCK, TO DESIGNATE 33,029,750 SHARES OF THE PREFERRED STOCK AS SERIES A PREFERRED AND TO SET FORTH THE RELATED PREFERENCES, RIGHTS, AND LIMITATIONS OF THE SERIES A PREFERRED

Overview

Our Board of Directors has approved, subject to shareholder approval, the filing of the Amended and Restated Charter of the Company with the Secretary of State of the State of Florida to (i) authorize the Preferred Stock, (ii) designate 33,029,750 shares of the Preferred Stock as Series A Preferred and (iii) set forth the related preferences, rights, and limitations of the Series A Preferred. The Preferred Stock may be issued from time to time in one or more series by the Board of Directors in addition to the Series A Preferred. The Board of Directors will be expressly authorized to provide, by resolution(s) duly adopted by it prior to issuance, for the creation of each such series and to fix the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series of Preferred Stock. A copy of the proposed Amended and Restated Charter is attached to this Proxy Statement as Appendix A. Our shareholders are urged to read the Amended and Restated Charter carefully as it is the legal document that governs the amendments to the Company's Articles of Incorporation. Approval of this proposal is required to allow the Board of Directors to issue one or more series of the Preferred Stock and to designate the Series A Preferred.

By approving this proposal, the Company's shareholders authorize our Board of Directors to file the Amended and Restated Charter with the Secretary of State of the State of Florida thereby approving the Preferred Stock, the designation of the Series A Preferred and the preferences, rights and limitations of the Series A Preferred.

Reasons for Amending the Articles of Incorporation

The Board of Directors believes that the capital structure of the Company needs to provide the Board of Directors with the flexibility to issue one or more series of the Preferred Stock as trends in the financial markets are such that preferred stock may be required to allow the Company to raise additional capital.

Description of the Preferred Stock

If approved by the shareholders, the Preferred Stock may be issued from time to time in one or more series. The Board of Directors will be expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of each such series and to fix the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:

1. the designation of such series, the number of shares to constitute such series and the stated value if different from the par value thereof;
2. whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;
3. the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall

be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;

4. whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

5. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

6. whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relating to the operation thereof;

7. whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

8. the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of Preferred Stock;

9. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of Preferred Stock or of any other class; and

10. any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative.

Terms of the Series A Preferred

Dividends and Ranking

Holders of the shares of Series A Preferred are not entitled to receive dividends. However, so long as any Series A Preferred shares remain outstanding, we are prohibited from authorizing or issuing any other class or series of capital stock the terms of which provide that such class or series ranks prior to the Series A Preferred with respect to dissolution, liquidation or other rights, unless we have received the prior written consent of the holders of at least two-thirds in number of the shares of the Series A Preferred then outstanding. We are not restricted in any way from creating, authorizing or issuing other classes or series of capital stock which rank junior to, or on parity with, the Series A Preferred.

Liquidation Preference

In the event of any liquidation, dissolution or winding up of our affairs, the Series A Preferred shall automatically convert into Common Stock following the payment or provision for payment of our debts and other liabilities of the Corporation. In addition, the holders of the Series A Preferred shall be entitled to receive any of our remaining net assets at the same rate as all of the other shares of Common Stock then outstanding.

Conversion

The Series A Preferred, in the aggregate, are convertible into thirty-five percent (35%) of the total issued and outstanding shares of Common Stock (the “**Conversion Rate**”) at the election of the holders of the Series A Preferred or automatically in the event that the Company is consolidated with or merged into any other corporation. In the event of a partial conversion, the number of shares of Common Stock issuable upon such conversion shall be determined on a pro rata basis of the Conversion Rate based on the percentage of the total shares of Series A Preferred being converted.

Redemption

We have the right at any time to redeem, in whole or in part, the issued and outstanding shares of Series A Preferred, subject to the right of any holder of Series A Preferred to elect to convert the shares being redeemed into shares of Common Stock. The total purchase price for all issued and outstanding Series A Preferred is equal to the greater of: (i) forty-five percent (45%) of our total market value (measured on the total issued and outstanding Common Stock multiplied by the five (5) day average closing price), (ii) the book value as determined by a independent auditing firm or (iii) five million dollars (\$5,000,000) in the aggregate (the “**Redemption Price**”). In the event of a partial redemption, the Redemption Price shall be paid on a pro rata basis, based on the percentage of the shares being redeemed.

Ranking

As long as any shares of the Series A Preferred remain outstanding, without the prior written consent of the holders of at least two-thirds in number of the shares of the Series A Preferred then outstanding, the Corporation is prohibited from creating, authorizing or issuing any other class or series of capital stock of the Corporation, the terms of which provide that such class or series ranks prior to the Series A Preferred in respect to rights upon dissolution, liquidation or winding up of the Corporation. The Corporation not restricted in any way from creating, authorizing or issuing other classes or series of capital stock which rank junior to, or on parity with, the Series A Preferred in respect to dissolution, liquidation or winding up of the Corporation.

Amendments to Designation

The designation of the Series A Preferred may be amended only upon both (i) the affirmative vote of not less than a majority of the holders of the shares of Series A Preferred outstanding at the time such amendment is proposed, and (ii) the affirmative vote of not less than a majority of the directors of the Corporation then holding office and entitled to vote on such amendment.

Voting

The holders of the Series A Preferred have ten to one voting rights (10:1) with the Common Stock for all issues that comes before our shareholders. However, so long as any share of Series A Preferred remain outstanding, the vote or consent of the holders of at least 50.1% of the shares of Series A Preferred at the

time outstanding, voting together as a single class, is required for effecting or validating any of the following:

- altering or changing the voting powers, preferences or special rights of the Series A Preferred in an adverse manner; *provided*, that authorizing, creating or increasing the authorized amount of any junior or parity stock or any shares of any securities convertible into shares of junior or parity stock, shall not be deemed to affect the voting powers, preferences or special rights of the Series A Preferred in an adverse manner;
- authorizing, creating, or increasing the authorized amount of any shares of any securities convertible into shares of any capital stock of the Corporation that ranks senior or prior to the Series A Preferred in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation; and
- subject to certain exceptions, consummating a binding share exchange or reclassification involving the Series A Preferred or a merger or consolidation of the Corporation with another entity.

Issuance of Series A Preferred

Immediately following the filing of the Amended and Restated Charter, the Board of Directors anticipates effecting an initial issuance of shares of the Series A Preferred (the “**Series A Issuance**”) to certain of its officers and directors as follows (the “**Series A Holders**”):

<u>Name</u>	<u>Number of Shares of Series A Preferred</u>
Dr. William Carlson	3,000,000
Al Forcella	3,630,000
Jeff Frankel	2,529,750
Dr. Gary Kabinoff	405,000
Michael Miness	250,000
Jon Pevzner	6,070,000
Michael Robbins	1,300,000
Ronn Schuman	15,845,000
TOTAL	33,029,750

Upon issuance of the Series A Preferred, each issued and outstanding share of Common Stock held by the Series A Holders will be cancelled, the Series A Holders will be required to surrender their stock certificates representing their shares of Common Stock for cancellation and the Series A Holders will cease to have any rights with respect to such shares of Common Stock.

Effects of the Approval of the Amended and Restated Charter and Series A Issuance

The number of shareholders of record will not be affected by the approval of the Amended and Restated Charter and the Series A Issuance since each of the holders of the Series A Preferred was previously a holder of our Common Stock. However, the approval of the Amended and Restated Charter and the Series A Issuance will affect proportionate voting rights and other rights and preferences of the holders of our Common Stock, as described above.

In addition, the number of authorized but unissued shares of Common Stock will be increased because the Series A Preferred holders will be cancelling their Common Stock. This, along with the authorization to issue the Preferred Stock will increase the ability of our Board of Directors to issue shares without further shareholder action. The issuance in the future of such additional authorized shares may have the effect of diluting the earnings per share and book value per share, as well as the stock ownership and voting rights, of the currently outstanding shares of Common Stock. The effective increase in the number of authorized but unissued shares of Common Stock may be construed as having an anti-takeover effect by permitting the issuance of shares to purchasers who might oppose a hostile takeover bid or oppose any efforts to amend or repeal certain provisions of our Articles of Incorporation or our Bylaws.

Currently, we are authorized to issue up to a total of 600,000,000 shares of capital stock, consisting of 500,000,000 shares of Common Stock and 100,000,000 shares of preferred stock, par value \$0.001 per share (the “**Old Preferred Stock**”). If this proposal No. 2 to approve the Amended and Restated Charter is approved, the 100,000,000 shares of Old Preferred Stock would be “blank check” preferred stock, of which 33,029,750 would be designated Series A Preferred. The total number of authorized shares of our capital stock and the par value of our capital stock would remain unchanged at 600,000,000 and \$0.001 per share, respectively.

Based on the number of issued and outstanding shares of Common Stock as of the Record Date, a total of 384,478,926 shares of Common Stock are authorized but unissued and unreserved for issuance and all of the Old Preferred Stock are authorized and unissued immediately prior to the Series A Issuance.

Following the approval of the Amended and Restated Charter and the Series A Issuance, a total of 63,131,324 shares of Common Stock and 33,029,750 shares of Preferred Stock would be issued and outstanding, leaving 395,412,713 shares of Common Stock and 66,970,250 shares of Preferred Stock authorized and unissued, unallocated and unreserved.

Assuming the approval of the Amended and Restated Charter in this Proposal No. 2 and the Series A Issuance, our capitalization will change as follows:

CAPITALIZATION PRIOR TO APPROVAL OF AMENDED AND RESTATED CHARTER AND SERIES A ISSUANCE:	
Authorized for Issuance:	600,000,000
Common Stock	500,000,000
Old Preferred Stock	100,000,000
Issued and Outstanding:	
Common Stock	96,161,074
Old Preferred Stock	0
Common Stock Authorized and Reserved for Issuance for Shares to be Issued upon Exercise of Warrants:	19,360,000
Common Stock Authorized and Unreserved for Issuance:	384,478,926
CAPITALIZATION FOLLOWING APPROVAL OF AMENDED AND RESTATED CHARTER AND SERIES A ISSUANCE:	
Authorized for Issuance:	600,000,000
Common Stock	500,000,000
Preferred Stock	100,000,000
Issued and Outstanding:	

Common Stock	63,131,324
Preferred Stock (Series A)	33,029,750
Common Stock Authorized and Reserved for Issuance for Shares to be Issued upon Conversion of Series A Preferred:*	22,095,963
Common Stock Authorized and Reserved for Issuance for Shares to be Issued upon Exercise of Warrants:	19,360,000
Common Stock Authorized and Unreserved for Issuance:	395,412,713
Preferred Stock Authorized and Unreserved for Issuance:	66,970,250
* Calculated based on the Conversion Rate assuming 63,131,324 shares of Common Stock are issued and outstanding.	

Our Board of Directors does not have any definite plans with regard to the remaining authorized shares of our Common Stock following the effectiveness of the proposals contained in this Proxy Statement, although they may be used for fundraising purposes through the further sale and issuance of the Company’s capital stock.

No Dissenters’ Rights

Under the Florida Business Corporation Act, our shareholders are not entitled to dissenters’ rights with respect to the proposed amendments to our Articles of Incorporation, and we will not independently provide our shareholders with any such rights.

Risks Associated with Amending our Articles of Incorporation

This Proxy Statement includes forward-looking statements including statements regarding our intent to solicit approval of the Amended and Restated Charter, the timing of the proposed Amended and Restated Charter and the potential benefits of the Amended and Restated Charter, including, but not limited to, increased investor interest, ability to raise capital and the potential for a higher stock price. The words “believe,” “expect,” “will,” “may” and similar phrases are intended to identify such forward-looking statements. Such statements reflect our current views and assumptions, and are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. The risks include that we may not have sufficient resources to continue as a going concern; we may not have the capital stock structure needed to raise more capital; any significant downturn in our industry or in general business conditions would likely result in a reduction of demand for our products or services and would be detrimental to our business; we will be unable to achieve profitable operations unless we increase quarterly revenues or make further cost reductions; a loss of or decrease in purchases by one of our significant customers could materially and adversely affect our revenues and profitability; the loss of key personnel could have a material adverse effect on our business; the large number of shares available for future sale could adversely affect the price of our Common Stock; and the lack of liquidity of investment in our Common Stock due to the fact that there is currently no established trading market for our Common Stock. These are not the only risks associated with amending and restating our Articles of Incorporation, and is not meant to be an exhaustive list.

VOTE REQUIRED

Approval of the Amended and Restated Charter requires the affirmative vote “For” the proposal from a majority of the votes cast, either in person or by proxy, at the annual meeting by the holders of the outstanding shares of our Common Stock (one vote per share) as of the Record Date. If a Company

shareholder “Abstains” from voting, it will have the same effect as an “Against” vote and broker non-votes will have the same effect as an “Against” vote.

BOARD RECOMMENDATION

The Board of Directors unanimously recommends a vote “FOR” the approval of the Amended and Restated Charter described in Proposal No. 2.

COMMUNICATIONS WITH SHAREHOLDERS

We have no formal policy regarding attendance by our directors at annual shareholders meetings. Anyone who has a concern about our conduct, including accounting, internal accounting controls or audit matters, may communicate directly with Ronn Schuman, our President. Such communications may be confidential or anonymous, and may be e-mailed or submitted in writing addressed c/o Connectyx Technologies Holdings Group, Inc., 3565 SW Corporate Parkway, Palm City, Florida 34990. All such concerns will be forwarded to the appropriate directors for their review, and will be simultaneously reviewed and addressed by the proper executive officers in the same way that other concerns are addressed by us.

ACCOUNTANT

The firm of Tracey Sloan, P.A. has served as our accountant since 2006. One or more representatives may be present at the annual meeting in person or by teleconference and will be afforded the opportunity to make a statement if they so desire and to respond to appropriate shareholder questions.

OTHER BUSINESS

We know of no other business to be brought before the annual meeting. If, however, any other business should properly come before the annual meeting, the persons named in the accompanying proxy will vote proxies as in their discretion they may deem appropriate, unless they are directed by a proxy to do otherwise.

SHAREHOLDER PROPOSALS

Shareholders interested in presenting a proposal for consideration at our 2010 annual meeting of shareholders may do so by following the procedures prescribed in Rule 14a-8 under the Securities Exchange Act of 1934, as amended. To be eligible for inclusion in our proxy statement and form of proxy relating to the meeting, shareholder proposals must be received by May 28, 2010 at the address below. After the May 28, 2010 deadline, a shareholder may request us to present a proposal at our 2010 annual meeting of shareholders if it is submitted to our President at the address below. However, we are not obligated to present the matter in our proxy materials.

Should our 2010 annual meeting of shareholders be advanced or delayed by more than thirty (30) days from September 30, 2010, shareholder proposals will be considered timely for inclusion in our proxy materials if they are submitted within a reasonable time prior to the mailing of our proxy materials for the 2010 annual meeting of shareholders

All shareholder proposals should be addressed to Ronn Schuman, President, c/o Connectyx Technologies Holdings Group, Inc., 3565 SW Corporate Parkway, Palm City, Florida 34990.

/s/ Ronn Schuman
Ronn Schuman
Chairman President

Palm City, Florida
September 1, 2009

**ANNUAL MEETING OF SHAREHOLDERS OF
CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.**

SEPTEMBER 30, 2009

Please date, sign and mail
your proxy card in the
envelope provided as soon
as possible.

REVOCABLE PROXY

**CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.
Annual Meeting of Shareholders – September 30, 2009**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby constitutes and appoints Mr. Ronn Schuman as attorney-in-fact and proxy of the undersigned, with full power of substitution for and in the name, place and stead of the undersigned to appear at the Annual Meeting of Shareholders (the “**Annual Meeting**”) of Connectyx Technologies Holdings Group, Inc. (the “**Company**”) to be held at the law offices of Greenberg Traurig, P.A., located at 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486 on Wednesday, September 30, 2009, beginning at 9:30 a.m., E.D.T. and at any postponement or adjournment thereof, and to vote all of the shares of common stock, par value \$0.001 per share, of the Company which the undersigned is entitled to vote, with all the powers and authority the undersigned would possess if personally present. The undersigned directs this proxy to vote as indicated on the reverse side of this proxy card.

THIS PROXY WILL, WHEN PROPERLY EXECUTED, BE VOTED AS DIRECTED. IF NO INSTRUCTIONS TO THE CONTRARY ARE INDICATED, THE PERSONS NAMED HEREIN INTEND TO VOTE FOR THE ELECTION OF THE DIRECTORS NAMED HEREIN AND FOR PROPOSAL NO. 2. IF ANY OTHER BUSINESS IS PRESENTED AT THE ANNUAL MEETING, THIS PROXY WILL BE VOTED BY THOSE NAMED IN THIS PROXY IN THEIR BEST JUDGMENT. AT THE PRESENT TIME, THE BOARD OF DIRECTORS KNOWS OF NO OTHER BUSINESS TO BE PRESENTED AT THE ANNUAL MEETING.

THE PROXY AGENT PRESENT AND ACTING IN PERSON OR BY HIS SUBSTITUTE (OR, IF ONLY ONE IS PRESENT AND ACTING, THEN THAT ONE) MAY EXERCISE ALL THE POWERS CONFERRED BY THIS PROXY. DISCRETIONARY AUTHORITY IS CONFERRED BY THIS PROXY AS TO CERTAIN MATTERS DESCRIBED IN THE COMPANY’S PROXY STATEMENT.

(Continued and to be signed on reverse side)

The Board of Directors recommends a VOTE "FOR" the proposals listed below.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE: [X]

1. To elect the members of the Board of Directors, each for a one year term, to serve until his or her successor is duly elected and qualified, as more fully described in the accompanying proxy statement.

- | | |
|---|---|
| <input type="checkbox"/> FOR ALL NOMINEES | NOMINEES: |
| <input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES | <input type="radio"/> Ronn Schuman |
| <input type="checkbox"/> FOR ALL EXCEPT (See instruction below) | <input type="radio"/> Jon Pevzner |
| | <input type="radio"/> Dr. William Carlson |
| | <input type="radio"/> Jeff Frankel |
| | <input type="radio"/> Michael Miness |

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: [●]

2. To approve amending and restating our Articles of Incorporation to, among other things, authorize "blank check" preferred stock, par value \$0.001 (the "Preferred Stock"), to designate 33,029,750 shares of the Preferred Stock as a class of Series A Preferred Stock (the "Series A Preferred") and to set forth the related preferences, rights, and limitations of the Series A Preferred in the form of an Amended and Restated Articles of Incorporation.

- FOR AGAINST ABSTAIN

4. In their discretion, the proxies are authorized to vote on any other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

Should the undersigned be present and choose to vote at the Annual Meeting or at any postponement or adjournment thereof, and after notification to the President of the Company at the Annual Meeting of the shareholder's decision to terminate this proxy, then the power of such attorneys or proxies shall be terminated and shall have no force and effect. This proxy may also be revoked by filing a written notice of revocation with the President or by duly executing a proxy bearing a later date.

The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting, the Proxy Statement relating thereto.

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Date: _____, 2009

Signature(s)

PLEASE DATE AND SIGN THIS PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED POSTAGE PAID ENVELOPE.

APPENDIX A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.

_____, 2009

Ronn Schuman, being the Chairman and President of Connectyx Technologies Holdings Group, Inc., a corporation duly organized under the Business Corporation Act of the State of Florida (the “**Corporation**”), hereby certifies that:

1. The name of the Corporation is Connectyx Technologies Holdings Group, Inc.
2. The Corporation was originally formed in the State of Florida effective October 30, 2007.
3. These Amended and Restated Articles of Incorporation (hereinafter, these “**Restated Articles**”) restate and integrate and further amend the provisions of the Corporation’s Articles of Incorporation.
4. The terms and provisions of these Restated Articles were adopted and affirmatively approved by the members of the Board of Directors of the Corporation at a meeting held on Friday, August 28, 2009.
6. The terms and provisions of these Restated Articles were affirmatively approved by the holder of a majority of the issued and outstanding shares of all capital stock of the Corporation as of _____, 2009. The number of votes cast pursuant to such consent was sufficient for approval of these Restated Articles. These Restated Articles shall be effective upon filing with the Department of State of the State of Florida.
7. Pursuant to Sections 607.1003 and 607.1007 of the Business Corporation Act of the State of Florida, the text of the Articles of Incorporation of the Corporation, as amended, are hereby amended and restated to read in their entirety as follows:

ARTICLE I – NAME

The name of this Corporation shall be **CONNECTYX TECHNOLOGIES HOLDINGS GROUP, INC.**

ARTICLE II – PRINCIPAL OFFICE

The Corporation’s mailing address and the address of the Corporation’s principal office is 3565 SW Corporate Parkway, Palm City, FL 34990.

ARTICLE III – PURPOSE

The purpose of this Corporation shall be to engage in any lawful activity or business for which corporations may be organized under the laws of the United States and the Business Corporation Act of the State of Florida.

ARTICLE IV – CAPITAL STOCK

The Corporation shall have the authority to issue up to 500,000,000 shares of \$.001 par value Common Stock (the “**Common Stock**”), and 100,000,000 shares of \$.001 par value Preferred Stock (the “**Preferred Stock**”) of which 33,029,750, shares of the Preferred Stock shall be designated as Series A Preferred Stock with the powers, preferences and rights, and qualifications, limitations or restrictions as set forth below in Section C.

A. Common Stock

Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of shareholders except as the right to exercise such vote may be limited by the provisions of this Amended and Restated Certificate of Incorporation or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to shareholders, and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares

B. Preferred Stock

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of each such series and to fix the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:

- (1) the designation of such series, the number of shares to constitute such series and the stated value if different from the par value thereof;
- (2) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;
- (3) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;
- (4) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;
- (5) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
- (6) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be

applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relating to the operation thereof;

(7) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of Preferred Stock;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of Preferred Stock or of any other class; and

(10) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative.

C. Series A Preferred Stock

(1) **Designation.** The designation of the series of preferred stock created hereby shall be “Series A Preferred Stock” (the “**Series A Preferred Stock**”) and the number of shares constituting the Series A Preferred Stock shall be Thirty Three Million Twenty Nine Thousand Seven Hundred Fifty shares (33,029,750), with a par value \$.001 per share (“**Par Value**”). Such number of shares may from time to time be decreased (but not below the number of shares of Series A Preferred Stock then outstanding) by the Board of Directors (or a duly authorized committee of the Board of Directors) by a certificate executed, acknowledged and filed with the Secretary of State of the State of Florida setting forth a statement that a specified decrease therein has been authorized and directed by a resolution duly adopted by the Board of Directors (or a duly authorized committee of the Board of Directors). In case the number of authorized shares of the Series A Preferred Stock shall be so decreased, the number of shares so specified in the certificate shall resume the status of authorized but unissued shares of preferred stock, undesignated as to series. Shares of Series A Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall be cancelled and shall revert to authorized but unissued shares of preferred stock, undesignated as to series.

(2) **Dividends.** The holders of the Series A Preferred shall not be entitled to receive dividends.

(3) **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series A Preferred Stock shall automatically convert their shares of Series A Preferred Stock into Common Stock at the rate provided for

in Section B(4)(a) herein and shall be entitled to receive any of the remaining net assets of the Corporation at the same rate as all of the other shares of Common Stock then outstanding.

(4) **Conversion of Series A Preferred Stock.** The Series A Preferred Stock, in the aggregate, shall be convertible into shares of the Corporation's Common Stock as set forth below.

(a) Conversion Rate. All of the shares of Series A Preferred Stock (the "**Total Series A Shares**") shall be convertible into thirty-five percent (35%) of the total issued and outstanding shares of Common Stock (the "**Conversion Rate**") without any additional consideration by the holder to effectuate the conversion.

(b) Voluntary Conversion. The holders of the Series A Preferred Stock shall have the right, at the Conversion Rate, to convert the Total Series A Shares at any time, in whole or in part, into shares of Common Stock. In order to convert the shares of Series A Preferred Stock into Common Stock, the holders shall surrender at the office of any transfer agent for the Corporation, a certificate(s) therefore, duly endorsed to the Corporation or in blank, and give written notice to the Corporation at said office that he or she elects to convert such shares as specified in the notice. Shares of the Series A Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the date of surrender of such shares for conversion, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time. In the event of a partial conversion of the Series A Preferred Stock, the number of shares of Common Stock issuable upon such conversion shall be determined on a pro rata basis, based on the percentage of the Total Shares of Series A Preferred Stock so converted.

(c) Mandatory Conversion. In the event that the Corporation shall be consolidated with or merged into any other corporation, the Series A Preferred Stock will automatically convert into shares of Common Stock at the Conversion Rate as part of the terms of such consolidation or merger so that any holder of Series A Preferred Stock may thereafter receive in lieu of Common Stock otherwise issuable to him/her upon conversion of his/her Series A Preferred Stock, but only in accordance with the Conversion Rate stated in this Section B(4), the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock.

(d) Additional Provisions Applicable to All Conversions. Any conversion of Series A Preferred Stock into Common Stock pursuant to this Section B(4) shall be subject to the following additional terms and provisions:

(i) The Corporation shall not be required to issue any fractions of shares of the Common Stock upon conversion of the Series A Preferred Stock into Common Stock.

(ii) In the event that the Corporation shall at any time subdivide or combine in a greater or lesser number of shares the outstanding shares of Common Stock, the conversion of the Series A Preferred Stock shall not be effected. Accordingly, the Series A Preferred Stock will convert at the Conversion Rate following any such subdivision or combination.

(iii) The holder of Series A Preferred Stock will not receive a distribution in the event that the Corporation shall at any time pay to the holders of its Common Stock a dividend in Common Stock or otherwise makes a distribution on the Common Stock until such a time when the Series A Preferred Stock have been converted into Common Stock.

(iv) As promptly as practicable after any conversion, the Corporation shall issue and deliver at said offices a certificate(s) for the number of full shares of the Common Stock issuable upon any such conversion, to the person(s) entitled to receive the same. The Corporation shall issue the certificate(s) for Common Stock in the name(s) so designated with such legends affixed or restrictions imposed as required by federal, state or jurisdictional securities laws as determined by legal counsel for the Corporation; provided that the Corporation is not advised by its counsel that the issuance of such certificate(s) would be in violation of federal, state or jurisdictional securities law.

(v) The issuance of certificates for shares of Common Stock upon conversion of any shares of the Series A Preferred Stock shall be made without charge for any tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record as the Series A Preferred Stock so converted, the person or persons requesting, the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

(5) ***Redemption of Series A Preferred Stock.*** The Series A Preferred Stock of any holder shall be redeemable, in whole or in part, at the option of the Corporation by resolution of the Board of Directors, from time to time and at any time, commencing any time after the date hereof. The redemption price for the Total Shares of Series A Preferred Stock shall be equal to the greater of: (i) forty five percent (45%) of the total market value of the Corporation (measured on the total issued and outstanding Common stock multiplied by the five day (5 day) average closing price), (ii) the book value as determined by a independent auditing firm or (iii) Five Million Dollars (\$5,000,000) in the aggregate (the “**Redemption Price**”). In the event of a partial redemption of the Series A Preferred Stock, the Redemption Price shall be paid on a pro rata basis, based on the percentage of the Total Shares of Series A Preferred Stock so redeemed.

(a) **Notice of Redemption.** The Corporation shall give notice of redemption (the “**Redemption Notice**”) not less than twenty (20) nor more than sixty (60) calendar days prior to the date fixed for redemption of the Series A Preferred Stock or any part thereof. Such Redemption Notice shall specify the time and place thereof and shall be given by mail to each holder of record of shares of Series A Preferred Stock chosen for redemption at the address last shown on the records of the Corporation for such holder or given by such holder to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located. Any Redemption Notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder received the Redemption Notice.

(b) **Conversion in Lieu of Redemption.** Within fifteen (15) calendar days of the Corporation’s first mailing of the Redemption Notice, the holder shall have the option of converting the shares being redeemed into Common Stock. The holder shall send written notice to the Corporation of such holder’s intent to exercise this option by mail post-marked no later than the fifteenth (15th) calendar day after the Corporation first mailed the Redemption Notice.

(c) **Termination of Rights.** Upon such redemption date, or upon such earlier date as the Board of Directors shall designate for payment of the redemption price (unless the Corporation shall default in the payment of the redemption price as set forth in such notice), the holders of shares of Series A Preferred Stock selected for redemption to whom notice has been duly given and that have not converted as provided in Section B(5)(b) herein, shall cease to be

shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares except the right to receive the moneys payable upon such redemption from, the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

(6) **Ranking.** As long as any shares of the Series A Preferred Stock remain outstanding, the Corporation shall not, without obtaining the prior written consent of the holders of at least two-thirds in number of the shares of the Series A Preferred Stock then outstanding, create, authorize or issue any other class or series of capital stock of the Corporation, the terms of which provide that such class or series shall rank prior to the Series A Preferred Stock in respect to rights upon dissolution, liquidation or winding up of the Corporation; provided, however, the Corporation may at any time create, authorize or issue, without the consent of any of the holders of the Series A Preferred Stock, other classes or series of capital stock which rank junior to, or on parity with, the Series A Preferred Stock in respect to dissolution, liquidation or winding up of the Corporation.

(7) **Amendments to Designation.** This designation of the Series A Preferred Stock may be amended only upon both (i) the affirmative vote of not less than a majority of the holders of the shares of Series A Preferred Stock outstanding at the time such amendment is proposed, and (ii) the affirmative vote of not less than a majority of the directors of the Corporation then holding office and entitled to vote on such amendment.

(8) **General Voting Rights.** The holders of Series A Preferred Stock shall have ten to one voting rights (10:1) with the Common Stock for each issue that comes before the shareholders of the Corporation.

(9) **Certain Voting Rights.** So long as any share of Series A Preferred Stock remain outstanding, in addition to any other vote or consent of shareholders required by law or by the Articles of Incorporation, the vote or consent of the holders of at least 50.1% of the shares of Series A Preferred Stock at the time outstanding, voting together as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(a) **Changes Adversely Affecting Series A Preferred Stock.** Any amendment, alteration or repeal of any provision of these Restated Articles or Bylaws that would alter or change the voting powers, preferences or special rights of the Series A Preferred Stock so as to affect it adversely; *provided*, that the amendment of these Restated Articles so as to authorize or create, or to increase the authorized amount of, any Junior Stock (as defined below) or Parity Stock (as defined below) or any shares of any class or series of any securities convertible into shares of any class or series of Junior Stock or Parity Stock, shall not be deemed to affect adversely the voting powers, preferences or special rights of the Series A Preferred Stock;

(b) **Authorization of Senior Stock.** Any amendment or alteration of these Restated Articles to authorize or create, or increase the authorized amount of, any shares of any class or series or any securities convertible into shares of any class or series of capital stock of the Corporation ranking senior or prior to Series A Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation; or

(c) **Extraordinary Corporate Transactions.**

(i) Consummation of a binding share exchange or reclassification involving the Series A Preferred Stock or a merger or consolidation of the Corporation with another entity, unless in each case (i) shares of Series A Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (ii) such shares of Series A Preferred Stock remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole; *provided, however*, that any increase in the amount of the authorized or issued Series A Preferred Stock or authorized preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other Junior Stock and/or Parity Stock of the Corporation will not be deemed to adversely affect the special rights, preferences, privileges or voting powers of the Series A Preferred Stock.

(ii) If an amendment, alteration, repeal, share exchange, reclassification, merger or consolidation described above in subsection (c)(i) would adversely affect one or more but not all series of preferred stock (including the Series A Preferred Stock for this purpose), then only the series affected and entitled to vote shall vote as a class.

(iii) No vote or consent of the holders of Series A Preferred Stock shall be required pursuant to this subsection (c)(i) if, at or prior to the time when the act with respect to which such vote would otherwise be required, all outstanding shares of Series A Preferred Stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been set aside by the Corporation for the benefit of the holders of Series A Preferred Stock to effect such redemption.

For purposes of these Restated Articles, the following definitions shall apply:

“**Junior Stock**” means the Common Stock and any other class or series of stock of the Corporation hereafter authorized over which the Series A Preferred Stock has preference or priority either or both as to the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

“**Parity Stock**” means any class or series of stock of the Corporation hereafter authorized ranking equally with the Series A Preferred Stock as to both the payment of dividends and the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(d) ***Changes for Clarification.*** Without the consent of the holders of the Series A Preferred Stock, so long as such action does not adversely affect the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole, the Corporation may amend, alter, supplement or repeal any terms of the Series A Preferred Stock:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in these Restated Articles that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Series A Preferred Stock that is not inconsistent with the provisions of these Restated Articles.

ARTICLE V – AMENDMENTS TO BYLAWS

The Board of Directors of this Corporation is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation, or any provision thereof.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The registered office of the Corporation in the State of Florida is located at 3565 SW Corporate Parkway, Palm City, FL 34990. The name of the registered agent at such address is Ronn Schuman.

ARTICLE VII – TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VIII – DIRECTORS

The Corporation’s Board shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation’s Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

ARTICLE IX – LIMITATION ON DIRECTOR LIABILITY

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, have the power to indemnify any and all directors, officers and agents of the Corporation.

ARTICLE X – FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each calendar year during the term of its existence.

ARTICLE XI – AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII – CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation as of the date first above written.

Name: Ronn Schuman
Title: Chairman and President