

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): January 29, 2008

**ALYNX, CO.**

(Exact Name of Registrant as Specified in Charter)

<u>NEVADA</u> (State or Other Jurisdiction of Incorporation)	<u>000-52491</u> (Commission File Number)	<u>90-0300868</u> (IRS Employer Identification No.)
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<u>706 Rildah Circle, Kaysville, Utah</u> (Address of Principal Executive Offices)	<u>84037</u> (Zip Code)
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Registrant's telephone number, including area code: (801) 628-5555

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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## Forward Looking Statements

The statements contained in this report that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. Forward-looking statements include the information concerning the Company's possible or assumed future results of operations, business strategies, need for financing, competitive position, potential growth opportunities, the effects of competition and the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believes," "intends," "may," "will," "should," "anticipates," "expects," "could," "plans," or comparable terminology or by discussions of strategy or trends. Although management believes that the expectations reflected in such forward-looking statements are reasonable, the Company cannot give any assurances that these expectations will prove to be correct. Such statements by their nature involve risks and uncertainties that could significantly affect expected results, and actual future results could differ materially from those described in such forward-looking statements.

Among the factors that could cause actual future results to differ materially are the risks and uncertainties discussed in this report. While it is not possible to identify all factors, management continues to face many risks and uncertainties including, but not limited to, the availability of suitable merger or acquisition candidates, the willingness of operating entities to acquire an interest in the Company, resolutions of conflicts of interest of management in selecting potential merger or acquisition candidates, the results of operations and profitability of the Company following the acquisition of a new business venture, the acceptance in the market of the products or services offered by the Company following an acquisition, and the ability of the Company to meet its financial obligations as a reporting company prior to any acquisition. Should one or more of these risks materialize, or should the underlying assumptions prove incorrect, actual results could differ materially from those expected. The Company disclaims any intention or obligation to update publicly or revise such statements whether as a result of new information, future events or otherwise.

### **Item 1.01 Entry into a Material Definitive Agreement**

On January 29, 2008, Alynx, Co., a Nevada corporation ("Alynx"), entered into a definitive Agreement and Plan of Merger (the "Merger Agreement") with MiMedx, Inc., a Florida corporation ("MiMedx"), and MMX Acquisition Corp., a Florida corporation and wholly owned subsidiary of Alynx ("Merger Sub"). MiMedx is a development-stage company that is currently developing products primarily for use by musculoskeletal specialists in both surgical and non-surgical therapy. The Merger Agreement provides that, upon the terms and conditions set forth therein, Merger Sub will be merged with and into MiMedx, with MiMedx continuing as the surviving corporation and a wholly owned subsidiary of Alynx (the "Merger"). The Merger Agreement and the transaction contemplated thereby were approved by the boards of directors of Alynx and MiMedx, and will be submitted for approval by the stockholders of MiMedx before closing. Approval of the Merger by the stockholders of Alynx is not required.

Pursuant to the Merger Agreement, Alynx will complete a “reverse merger” in which Merger Sub will merge with and into MiMedx and MiMedx will become a wholly owned subsidiary of Alynx. Upon completion of the Merger, Alynx will adopt and continue implementing MiMedx’s business plan. Further, upon completion of the merger, the sole director of Alynx, who is also its President, Secretary, and Treasurer, will resign and the current officers and directors of MiMedx will be appointed officers and directors of Alynx. The merger is expected to take place on or about February 8, 2008. At that time, Alynx will also acquire the 20,000,000 shares of its common stock owned by Mr. Edwards.

Under the terms of the Merger Agreement, upon the closing of the Merger, MiMedx common shareholders will receive 3.091421 shares of common stock of Alynx for each common share of MiMedx (the “Common Conversion Rate”), for a total of approximately 52,283,092 Alynx common shares. In addition, each outstanding preferred share of MiMedx will receive one-fifth of a share of Alynx for each preferred share of MiMedx outstanding at the closing, which will result in the issuance of approximately 3,684,040 shares of Series A Preferred Stock of Alynx to the preferred shareholders of MiMedx. The Alynx Series A Preferred Stock is convertible at the rate of 15.45710482 shares of common stock of Alynx for each preferred share converted.

Upon the closing of the transactions contemplated by the Merger Agreement, Alynx will assume all of the then outstanding MiMedx options and substitute them for options to acquire shares of Alynx common stock at the Common Conversion Rate. MiMedx warrants that are not exercised prior to the closing of the Merger (“Assumed Warrants”) will be converted into the right to receive, on the same terms and conditions as were applicable under such Assumed Warrants prior to the Merger, a number of shares of Alynx common stock equivalent to the amount the holder of such Assumed Warrant would have received per share if such Assumed Warrant had been exercised immediately prior to the Merger.

On a fully diluted basis, the shareholders of Alynx at closing, excluding the 20,000,000 shares of Mr. Edwards which are to be cancelled, will own approximately 2.25% of the common stock of Alynx immediately following closing. The common and preferred shareholders of MiMidix, as well as the holders of outstanding options and warrants, will own or have the right to acquire approximately 97.25% of the post-merger company’s outstanding shares (as converted). At closing, Alynx also intends to issue 636,376 shares of common stock to D.H. Blair & Co. 636,376 for services rendered in connection with the transaction.

Alynx, MiMedx, and Merger Sub have made customary representations, warranties and covenants in the Merger Agreement. The closing of the Merger is subject to customary closing conditions, including, without limitation, the adoption of the Merger Agreement by the holders of a majority of the outstanding shares of common stock of MiMedx and by the outstanding shares of each series of preferred stock of MiMedx.

At present, the persons who have agreed to become Alynx directors have expressed an intention to call a meeting of shareholders of Alynx post closing. The purpose of the meeting would include a proposal to amend the Alynx Articles of Incorporation:

- To approve a reverse stock split of approximately one-for-three for each outstanding class of capital stock of Alynx;
- To possibly increase the number of authorized shares of Alynx Common Stock, to allow for future issuances of shares of Alynx Common Stock.

If the post-merger Board calls for a meeting of shareholders, it will be required to make appropriate filings with the SEC. Alynx will then provide proxy materials to its shareholders, who will have the opportunity to consider and vote upon the proposals presented.

#### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

##### ***Series A Preferred Stock***

On January 29, 2008, Alynx filed a Certificate of Designation of the Relative Rights and Preferences of the Series A Preferred Stock with the Secretary of State of the State of Nevada in connection with the proposed Merger transaction with MiMedx.

Attached hereto as Exhibit 4.1 is the Certificate of Designation for the Series A Preferred Stock, which is incorporated herein by reference.

##### ***Amendments to the Bylaws***

On January 29, 2008, Alynx amended Section 11.4 in its bylaws to provide for uncertificated shares. Set forth below is a table comparing the original and amended provisions:

Original	Amended
<p>There shall be issued to each holder of fully paid shares of the capital stock of the corporation a certificate or certificates for such shares. Every such certificate shall be either (a) signed by the president or a vice president and the secretary or an assistant secretary of the Corporation and countersigned by a transfer agent of the Corporation (if the Corporation shall then have a transfer agent) and registered by the registrar of the shares of capital stock of the Corporation (if the Corporation shall then have a registrar); or (b) authenticated by facsimiles of the signature of the president and secretary of the Corporation or by facsimile of the signature of the president and the written signature of the secretary or an assistant secretary and countersigned by a transfer agent of the Corporation and registered by a registrar of the shares of the capital stock of the Corporation.</p>	<p>(a) The interest of each shareholder may but need not be evidenced by a certificate or certificates representing shares of the Corporation which shall be in such form as the Board of Directors may from time to time adopt and shall be numbered and entered into the books of the Corporation as they are issued. Each certificate representing shares shall set forth upon the face thereof the following:</p> <ul style="list-style-type: none"> <li>(i) the name of the Corporation;</li> <li>(ii) that the Corporation is organized under the laws of the State of Nevada;</li> <li>(iii) the name or names of the person or persons to whom the certificate is issued;</li> <li>(iv) the number and class of shares, and the designation of the series, if any, which the certificate represents;</li> <li>(v) if any shares represented by the certificates are nonvoting shares, a statement or notation to that effect; and, if the shares represented by the certificate are subordinate to shares of any other class or series with respect to dividends or amounts payable on liquidation, the certificate shall further set forth on either the face or the back thereof a clear and concise statement to that effect; and</li> <li>(vi) if any shares represented by the certificates are subject to any restrictions on the transfer or the registration of transfer of shares, then such restrictions shall be noted conspicuously on the front or back of such certificates.</li> </ul> <p>(b) Each certificate shall be signed, either manually or in facsimile, by the President or a Vice President and the Secretary or an Assistant Secretary and may be sealed with the seal of the Corporation or a facsimile thereof. If a certificate is countersigned by a transfer agent or registered by a registrar, other than the Corporation itself or an employee of the Corporation, the signature of any such officer of the Corporation may be a facsimile. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation, or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be delivered as though the person or persons who signed such certificate or certificates or whose facsimile signatures shall have been used thereon had not ceased to be such officer or officers.</p>

	<p>(c) Unless the Corporation's articles of incorporation provide otherwise, the Board of Directors may authorize the issue of some or all of the shares of the Corporation of any or all of its classes or series without certificates. Such authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation.</p> <p>(d) Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder then owning such shares a written statement of the information required to be placed on certificates by Section 11.4(a) of these Bylaws and applicable law."</p>
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Attached hereto as Exhibit 3.2 is a copy of the restated bylaws of Alynx.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.2	Restated Bylaws
4.1	Certificate of Designation for the Series A Convertible Preferred Stock

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Alynx, Co.**

Date: January 29, 2008

By /s/ Ken Edwards  
Ken Edwards, President

BYLAWS  
FOR  
ALYNX.CO.

Restated as of January 29, 2008

ARTICLE I  
OFFICES - BOOKS AND RECORDS

Section 1.1 Offices. The initial principal place of business of the Corporation and its principal place of business is 118 North 1170 East, Springville, UT 84663.

Section 1.2 Registered Agent. The initial registered agent of the Corporation is CT Corporation.

Section 1.3 Books and Records. The Corporation shall keep at its registered office the following books and records and any shareholder of record, upon written demand stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the same and to make extracts therefrom:

(a) Its books and records of account.

(b) Its minutes of meetings of the Board of Directors and any committees thereof.

(c) Its minutes of meetings of the shareholders.

(d) Its record of shareholders, which shall give their names and addresses and the number and class of the shares held by each.

(e) Copies of its Articles of Incorporation and Bylaws as originally executed and adopted together with all subsequent amendments thereto.

Section 1.4 Financial Statements. Upon the written request of any shareholder of the Corporation, the Corporation shall mail to such shareholder its most recent annual or quarterly financial statements showing in reasonable detail its assets and liabilities and the results of its operation unless the Bylaws shareholder has already received the same. Neither the Corporation nor any director, officer, employee or agent of the Corporation shall be liable to the shareholder or anyone to whom the shareholder discloses the financial statement or any information contained therein for any error or omission therein whether caused without fault, by negligence or by gross negligence, unless (1) the error or omission is material, (2) the director, officer, employee or agent in question knew of the error or omission and intended for the shareholder or other person to rely thereon to his detriment, (3) the shareholder or other persons did reasonably rely thereon, and, in addition, 4) he is otherwise liable under applicable law.

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ARTICLE II  
BYLAWS

Section 2.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Directors. Any such action shall be subject to repeal or change by action of the shareholders, but the alteration, amendment, repeal, change or new Bylaw (and the repeal of the old Bylaw) shall be valid and effective and no director, officer, shareholder, employee or agent of the Corporation shall incur any liability by reason of any action taken or omitted in reliance of the same. The power of the shareholders to repeal or change any alteration, amendment, repeal or new Bylaw shall not extend to any original Bylaw of the Corporation so long as it is not altered, amended or repealed, but only to action by the Board thereafter. There shall be no time limit on its exercise.

Section 2.2 Bylaw provisions Additional and Supplemental to Provisions of Law. All restrictions, limitations, requirements and other provisions of these Bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be full complied with in addition to the said provisions of law unless such compliance shall be illegal.

Section 2.3 Bylaw Provisions Contrary to or Inconsistent with Provisions of Law. Any article, section, subsection, subdivision, sentence, clause or phrase of these Bylaws which, upon being construed in the manner provided in Section 2.2 hereof, shall be contrary to or inconsistent with any applicable provision of law, shall not apply so long as said provisions of law shall remain in effect, but such result shall not affect the validity or applicability of any other portions of these Bylaws, it being hereby declared that these Bylaws would have been adopted and each article, section, subsection, subdivision, sentence, clause or phrase thereof, irrespective of the fact that any or more articles, sections, subsections, subdivisions, sentences, clauses or phrases is or are illegal.

ARTICLE III  
MEETING OF SHAREHOLDERS

Section 3.1 Place of Meetings. All meetings of the shareholders, annual or special, however called, shall be held at the registered office of the Corporation unless the Board of Directors designates another place. The Board of Directors may designate any place for any meeting, either within or without the state of incorporation.

Section 3.2 Annual Meeting. An annual meeting of the shareholders shall be held on the second Tuesday of the fourth month after the end of the Corporation's fiscal year, or at such other time as is designated by the Board of Directors and is provided for in the Notice of Meeting, for the election of directors and for the transaction of such other business as may come before the meeting.

Section 3.3 Special Meetings. Special meetings of the shareholders may be called by the Chairman of the Board, the President, the Board of Directors or the holders of not less than one-tenth (1/10) of all the shares entitled to vote at the meeting.

Section 3.4 Notice of Shareholders' Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer or persons calling such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation with postage thereon prepaid.



Section 3.5 Waiver of Notice. Any shareholder may waive notice of any meeting of shareholders (however called or noticed, whether or not called or noticed and whether before, during or after the meeting) by signing a written waiver of notice or a consent to the holding of such meeting, or in approval of the minutes thereof. Attendance at a meeting, in person or by proxy, shall constitute waiver of all defects of call or notice regardless of whether waiver, consent or approval is signed or any objections are made. All such waivers, consents, or approvals shall be made a part of the minutes of the meeting.

Section 3.6 Fixing Record Date for Meeting. The stock transfer books of the Corporation shall not be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of the shareholders but, in lieu thereof the date on which notice is given in accordance with Section 3.4 above shall be the record date for those purposes. Such date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting. When a determination of shareholders entitled to vote at any meeting of shareholders has been made under this section, such determination shall apply in any adjournment thereof.

Section 3.7 Voting List. The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to the meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 3.8 Quorum of Shareholders' Vote. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Nevada Business Corporations Act or the Articles of Incorporation. Shares shall not be counted to make up a quorum for a meeting if voting of them at the meeting has been enjoined or for any reason they cannot be lawfully voted at the meeting. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than quorum.

Section 3.9 Voting of Shares. Each outstanding share regardless of class shall be entitled to one vote on each matter submitted to vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the Articles of Incorporation.

Neither treasury shares nor shares held by another Corporation if a majority of the shares entitled to vote for the election of directors of such other Corporation is held by the Corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

Section 3.10 Proxies. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy, specifically providing a longer length of time for which the proxy is to continue in force, which in no case shall exceed seven (7) years from the date of execution any shareholder giving a written consent, or his proxy, or his transferee or personal representative, or their respective proxies, may revoke the same prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the Secretary of the Corporation, but may not do so thereafter.

Section 3.11 Elections of Directors. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. The candidates receiving the highest number of votes up to the number of directors to be elected shall be declared elected. Elections for directors need not be by ballot except upon demand made by a shareholder at the election and before the voting begins.

Section 3.12 Adjournments. Any shareholders' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy thereat, but, except as provided in section 3.8 hereof, in the absence of a quorum no other business may be transacted at such meeting. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original special meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

#### ARTICLE IV DIRECTORS

Section 4.1 Exercise of Corporate Power. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 4.2 Qualifications. Directors need not be residents of the state of the Company's incorporation or shareholders of the Corporation. They need have no other qualifications.

Section 4.3 Compensation. The Board of Directors shall have authority to fix the compensation of directors. Such compensation so fixed shall be reported to the shareholders. Any compensation so fixed shall be for services as a Director only, and a Director who serves the Corporation in any other capacity may receive a separate compensation therefor.

Section 4.4 Number. The number of Directors of the Corporation is a minimum of one (1) and a maximum of nine (9) as determined by the Board of Directors.

Section 4.5 Term. The term of each Director shall begin immediately on his election and shall continue until the date set under these Bylaws for the next annual meeting of the shareholders. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

Section 4.6 Elections. At each annual meeting the shareholders shall elect Directors, provided that if for any reason said annual meeting or an adjournment thereof is not held or the Directors are not elected thereat, then the Directors may be elected at any special meeting of the shareholders called and held for that purpose.

Section 4.7 Vacancies. A vacancy or vacancies in the Board of Directors shall exist in case of the death, resignation or removal of any Directors, or if the authorized number of Directors is increased, or if the shareholders fail, at any annual or special meeting at which any Director is elected, to elect the full authorized number of Directors to be voted for at that meeting. Also, the Board of Directors may declare vacant the office of a Director if he is found to be of unsound mind by an order of a court of competent jurisdiction or convicted of a felony or misdemeanor involving moral turpitude or if, within sixty (60) days after notice of his elections, he does not accept the office either in writing or by attending a meeting of the Board of Directors. Any vacancy occurring may be filled by the affirmative vote of a majority of the remaining Directors (or a sole remaining Director) although less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or if there was no predecessor, until the date set under these Bylaws for the next annual meeting and until his successor is elected. Any vacancy created by reason of the removal of one or more Directors by the shareholders may be filled by election of the shareholders at the meeting to which the Director or Directors are removed.

Section 4.8 Removal. At a meeting expressly called for that purpose, one or more Directors may be removed by a vote of a majority of the shares entitled to vote at an election of Directors.

Section 4.9 Regular Meetings. A regular meeting of the Board of Directors shall be held without further notice than this Bylaw immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the state of Utah for the holding of additional regular meetings without other notice than such resolution.

Section 4.10 Special Meetings. Special meetings of the Board of Directors may be, called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the state of Nevada as the place for holding any special meeting of the Board of Directors called by them.

Section 4.11 Notice of Special Meeting. Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each Director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered to the Post Office. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4.12 Quorum. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.13 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.14 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

Section 4.15 Committees. The Board of Directors by resolution adopted by the majority of the number of Directors fixed by the Bylaws may designate 1 committee or committees consisting of not less than two (2) directors which committee or committees, to the extent provided in such resolution, shall have and may exercise all the authority therein provided; but the designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

## ARTICLE V OFFICERS

Section 5.1 Election and Qualifications. The officers of this Corporation shall consist of a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be elected by the Board of Directors at the meeting of the Board of Directors next following the annual meeting of the shareholders (or at any meeting if an office is vacant) and such other officers, including a Chairman of the Board of Directors, and assistant officers and agents, as the Board of Directors shall deem necessary, who shall be elected and shall hold their offices for such terms as the Board of Directors may prescribe. Any two or more offices may be held by the same person. Any vice president, assistant treasurer or assistant secretary, respectively, may exercise any of the powers of the president, the treasurer, or the secretary, respectively, as directed by the Board of Directors and shall perform such other duties as are imposed up on him by the Bylaws or the Board of Directors.

Section 5.2 Term of Office and Compensation. The term of office and salary of each of said officers and the manner and time of the payment of such salaries shall be fixed and determined by the Board of Directors and may be altered by said Board from time to time at its pleasure.

Section 5.3 Removal and Vacancies. Any officer of the Corporation may be removed by the Board of Directors at any meeting whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. If any vacancy occurs in any office of the Corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the unexpired term and until his successor is fully chosen and qualified.

## ARTICLE VI CHAIRMAN OF THE BOARD

Section 6.1 Powers and Duties. The Chairman of the Board of Directors, if there be one, shall have the power to preside at all meetings of the Board of Directors and shall have such other powers and shall be subject to such other duties as the Board of Directors may from time to time prescribe.

ARTICLE VII  
PRESIDENT

Section 7.1 Powers and Duties. The powers and duties of the president are:

(a) To act as the chief executive officer of the Corporation and, subject to the control of the Board of Directors, to have general supervision, direction and control of the business and affairs of the Corporation.

(b) To preside at all meetings of the shareholders and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors.

(c) To call meetings of the shareholders and also of the Board of Directors to be held at such times and, subject to the limitations prescribed 'by law or by these Bylaws, at such places as he shall deem proper.

(d) To affix the signature of the Corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board of Directors or which, in the judgment of the President, should be executed on behalf of the Corporation and do not require such authorization, to sign certificates for shares of stock of the Corporation and, subject to the direction of the Board of Directors, to have general charge of the property of the Corporation and to supervise and control all officers, agents and employees of the Corporation.

Section 7.2 President pro tem. If neither the Chairman of the Board, the president, nor the vice president is present at any meeting of the Board of Directors, a president pro tem may be chosen to preside and act at such meeting. If neither the president nor the vice president is present at any meeting of the shareholders, a president pro tem may be chosen to preside at such meeting.

ARTICLE VIII  
VICE PRESIDENT

Section 8.1 Powers and Duties. In case of the absence, disability or death of the president, the vice president, or one of the vice presidents, shall exercise all his powers and perform all his duties. If there is more than one vice president, the order in which the vice presidents shall succeed to the powers and duties of the president shall be as fixed by the Board of Directors. The vice president or vice presidents shall have such other powers and perform such other duties as may be granted or prescribed by the Board of Directors.

ARTICLE IX  
SECRETARY

Section 9.1 Powers and Duties. The powers and duties of the secretary are:

(a) To keep a book of minutes at the principal office of the Corporation or such other place as the Board of Directors may order, or all meetings of its Directors and shareholders with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of shares present or represented at shareholders' meetings and the proceedings thereof.

(b) To keep the seal of the Corporation and to affix the same to all instruments which may require it.

(c) To keep or cause to be kept at the principal office of the Corporation, or at the office of the transfer agent or agents, a share register, or duplicate share registers, showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for shares, and the number and date of cancellation of every certificate surrendered for cancellation.

(d) To keep or cause to be kept at the registered office of the Corporation the books and records required by Section 1.3(b), (c), (d) and (e) above.

(e) To keep a supply of certificates for shares of the Corporation, to fill in certificates issued, and to make a proper record of each such issuance; provided, that so long as the Corporation shall have one or more duly appointed and acting transfer agents of the shares, or any class or series of shares of the Corporation, such duties with respect to such shares shall be performed by such transfer agent or transfer agents.

(f) To transfer upon the share books of the Corporation any and all shares of the Corporation; provided, that so long as the Corporation shall have one or more duly appointed and acting transfer agents of the shares, or any class or series of shares, of the Corporation, such duties with respect to such shares shall be performed by such transfer agent or transfer agents, and the method of transfer of each certificate shall be subject to the reasonable regulations of the transfer agent to which the certificate is presented for transfer, and also if the Corporation then has one or more duly appointed and acting registrars, to the reasonable regulations of the registrar to which the new certificate is presented for registration; and provided, further, that no certificate for shares of stock shall be issued or delivered or, if issued or delivered, shall have any validity whatsoever until and unless it has been signed or authenticated in the manner provided in Section 11.4 hereof.

(g) To make service and publication of all notices that may be necessary or proper, and without command or direction from anyone. In case of the absence, disability, refusal or neglect of the secretary to make service or publication of any notices, then such notices may be served and/or published by the president or a vice president, or by any person thereunto authorized by either of them or by the Board of Directors or by the holders of a majority of the outstanding shares of the Corporation.

(h) To prepare the voting lists required by Section 3.7 above.

(l) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors.

#### ARTICLE X TREASURER

Section 10.1 Powers and Duties. The powers and duties of the treasurer are:

(a) To supervise and control the keeping and maintaining of adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses capital, surplus and shares. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any Director and by any shareholder as provided in Section 1.3 above.

(b) To keep or cause to be kept at a registered office of the Corporation the books and records required by Section 1.3(a) above.

(c) To have the custody of all funds, securities, evidences of indebtedness and other valuable documents of the Corporation and, at his discretion, to cause any or all thereof to be deposited for the account of the Corporation with such depository as may be designated from time to time by the Board of Directors.

(d) To receive or cause to be received, and to give or cause to be given, receipts and acquittances for monies paid in for the account of the Corporation.

(e) To disburse, or cause to be disbursed, all funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(f) To render to the president and to the Board of Directors, whenever they may require, accounts of all transactions as treasurer and of the financial condition of the Corporation.

(g) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors.

## ARTICLE XI SUNDRY PROVISIONS

Section 11.1 Instruments in Writing. All checks, drafts, demands for money and notes of the Corporation, and all written contracts of the Corporation, shall be signed by such officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate. No officer, agent or employee of the Corporation shall have power to bind the Corporation by contract or otherwise unless authorized to do so by these Bylaws or by the Board of Directors.

Section 11.2 Fiscal Year. The fiscal year of this Corporation shall be determined by the Board of Directors.

Section 11.3 Shares Held by the Corporation. Shares in other corporations standing in the name of this Corporation may be voted or represented and all rights incident thereto may be exercised on behalf of this Corporation by any officer of this Corporation authorized so to do by resolution of the Board of Directors.

### Section 11.4 Certificated and Uncertificated Shares

(a) The interest of each shareholder may but need not be evidenced by a certificate or certificates representing shares of the Corporation which shall be in such form as the Board of Directors may from time to time adopt and shall be numbered and entered into the books of the Corporation as they are issued. Each certificate representing shares shall set forth upon the face thereof the following:

- (i) the name of the Corporation;
- (ii) that the Corporation is organized under the laws of the State of Nevada;
- (iii) the name or names of the person or persons to whom the certificate is issued;
- (iv) the number and class of shares, and the designation of the series, if any, which the certificate represents;

(v) if any shares represented by the certificates are nonvoting shares, a statement or notation to that effect; and, if the shares represented by the certificate are subordinate to shares of any other class or series with respect to dividends or amounts payable on liquidation, the certificate shall further set forth on either the face or the back thereof a clear and concise statement to that effect; and

(vi) if any shares represented by the certificates are subject to any restrictions on the transfer or the registration of transfer of shares, then such restrictions shall be noted conspicuously on the front or back of such certificates.

(b) Each certificate shall be signed, either manually or in facsimile, by the President or a Vice President and the Secretary or an Assistant Secretary and may be sealed with the seal of the Corporation or a facsimile thereof. If a certificate is countersigned by a transfer agent or registered by a registrar, other than the Corporation itself or an employee of the Corporation, the signature of any such officer of the Corporation may be a facsimile. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation, or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be delivered as though the person or persons who signed such certificate or certificates or whose facsimile signatures shall have been used thereon had not ceased to be such officer or officers.

(c) Unless the Corporation's articles of incorporation provide otherwise, the Board of Directors may authorize the issue of some or all of the shares of the Corporation of any or all of its classes or series without certificates. Such authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation.

(d) Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder then owning such shares a written statement of the information required to be placed on certificates by Section 11.4(a) of these Bylaws and applicable law.

Section 11.5 Lost Certificates. Where the owner of any certificate for shares of the capital stock of the Corporation claims that the certificate has been lost, destroyed or wrongfully taken, a new certificate shall be issued in place of the original certificate if the owner (a) so requests, before the Corporation, has notice that the original certificate has been acquired by a bona fide purchaser, and (b) files with the Corporation an indemnity bond in such form and in such amount as shall be approved by the president or a vice president of the Corporation, and (c) satisfies any other reasonable requirements imposed by the Corporation. The Board of Directors may adopt such other provisions and restrictions with reference to lost certificates, not inconsistent with applicable law, as it shall in its discretion deem appropriate.



**CERTIFICATE OF DESIGNATION**  
**ESTABLISHING THE DESIGNATION, POWERS, PREFERENCES,**  
**LIMITATIONS, RESTRICTIONS, AND RELATIVE RIGHTS OF**  
**SERIES A PREFERRED STOCK OF**  
**ALYNX, CO. (“CORPORATION”)**  
**(a corporation under the laws of the State of Nevada)**

The undersigned, being the duly authorized and acting President of the Corporation does hereby certify that:

The Board of Directors of the Corporation has duly adopted resolutions providing for the issuance of a series of Preferred Stock in accordance with the provisions of NRS 78.195. The resolutions adopted by the Board of Directors of the Corporation are as follows:

RESOLVED, that the Board of Directors of the Corporation, pursuant to the authority conferred upon it by the Articles of Incorporation, as amended, does hereby create and provide for the issue of a series of the Preferred Stock, par value \$0.001 per share, of the Corporation and does hereby fix and herein state the designation preferences and relative and other special rights of such series, the qualifications, limitations and restrictions thereof, as follows:

1. **Designation and Number of Shares.** The series will be known as the “Series A Preferred Stock” (the “Series A Preferred Stock”), and will be a series consisting of Three Million Six Hundred Eighty-Four Thousand Forty and 00/100 (3,684,040) shares of the authorized but unissued preferred stock of the Corporation, having a par value of \$0.001 per share. Such number of shares of Series A Preferred Stock may be increased or decreased by the Board of Directors of the Corporation from time to time, provided that the number of shares shall not be decreased below the number of shares then issued and outstanding, plus the number of shares of such series reserved for issuance upon exercise of outstanding rights, options or warrants or upon the conversion or exchange of outstanding securities issued by the Corporation, nor increased above the amount authorized in the Articles of Incorporation of the Corporation.

2. **Dividends.** The holders of the Series A Preferred Stock shall be entitled to participate with the holders of Common Stock pari passu in any dividends paid or set aside for payment so that holders of the Series A Preferred Stock shall receive with respect to each share of Series A Preferred Stock an amount equal to (x) the dividend payable with respect to each share of Common Stock multiplied by (y) the number of shares (and fraction of a share, if any) of Common Stock into which such share of Series A Preferred Stock is convertible as of the record date for such dividend.

3. **Liquidation Preference.**

(a) **Preference.**

(i) In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the shareholders of the Corporation shall participate pari passu in the distribution of any of the assets or surplus funds of the Corporation in accordance with (a) the number of shares of Common Stock held by them or (b) the number of shares of Common Stock into which each share of Series A Preferred Stock could be converted.

(ii) All amounts per share set forth in this subparagraph 3(a) shall be appropriately adjusted for any stock splits, stock combinations, stock dividends, or similar recapitalizations.

(b) **Noncash Distributions.** If any of the assets of the Corporation are to be distributed other than in cash under this paragraph 3 or for any purpose, then the Board of Directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Series A Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Series A Preferred Stock or Common Stock of the appraiser's valuation.

(c) **Consolidation or Merger.** A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall be deemed to be a liquidation, dissolution, or winding up within the meaning of this paragraph 3 unless the holders of a majority of the Series A Preferred Stock, voting together as a single class, determine that such an event is not to be deemed a liquidation, dissolution, or winding up. The provisions of this subparagraph 3(c) shall not apply to any consolidation or merger following which the holders of 51% or more of the capital stock of the resulting or surviving entity, based on voting power in the election of directors, are persons or entities who were shareholders of the Corporation immediately prior to such consolidation or merger.

4. **Voting Rights.** The holder of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which each share of Series A Preferred Stock could be converted on the record date for the vote or written consent of shareholders and, except as otherwise required by law, shall have voting rights and powers equal to the voting rights and powers of the Common Stock. The holder of each share of Series A Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation and shall vote with holders of the Common Stock upon all other matters submitted to a vote of shareholders, except those matters required to be submitted to a class or series vote pursuant to paragraph 6 or by law. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half rounded upward to one).

5. **Conversion.** The Series A Preferred Stock shall be convertible into Common Stock, as follows:

(a) **Conversion Rate.** Each share of Series A Preferred Stock shall initially be convertible, pursuant to paragraph 5(b), into 15.45710482 shares of Common Stock (the “Conversion Rate”). The initial Conversion Rate of Series A Preferred Stock shall be subject to adjustment as hereinafter provided.

(b) **Automatic Conversion.** Each share of Series A Preferred Stock shall automatically convert into shares of Common Stock at its then effective Conversion Rate immediately upon the taking of any corporate action creating a sufficient number of authorized but unissued shares of Common Stock to (i) effect the conversion of all outstanding shares of the Series A Preferred Stock and (ii) issue any shares of Common Stock issuable upon (x) the exercise of options to purchase or rights to subscribe for Common Stock, (y) the conversion of securities by their terms convertible or exchangeable for Common Stock, or (z) the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities (a “Qualified Restructuring”).

(c) **Mechanics of Conversion.** In the event of an automatic conversion pursuant to paragraph 5(b), the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not any certificates representing such shares are surrendered to the Corporation; provided, however, if the Corporation has issued certificates evidencing shares of Series A Preferred Stock the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless such certificates evidencing shares of Series A Preferred Stock are either delivered to the Corporation, or the holder notifies the Corporation that such certificates have been lost, stolen, or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately after, and shall be contingent upon, the consummation of a Qualified Restructuring, 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.

(d) **Fractional Shares.** No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the amount of shares issued upon conversion of Series A Preferred Stock shall be rounded up or down to the nearest whole share.

(e) **Adjustment of Conversion Rate.** The Conversion Rate of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) If the number of shares of Common Stock outstanding at any time after the date hereof is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, on the date such payment is made or such change is effective, the Conversion Rate shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of the Series A Preferred Stock shall be increased in proportion to such increase of issued and outstanding shares of Common Stock.

(ii) If the number of shares of Common Stock issued and outstanding at any time after the date hereof is decreased by a combination of the issued and outstanding shares of Common Stock, then, on the effective date of such combination, the Conversion Rate shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of the Series A Preferred Stock shall be decreased in proportion to such decrease in issued and outstanding shares of Common Stock.

(iii) In case the Corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the Corporation convertible into or exchangeable for Common Stock), then, in such case, the holders of shares of Series A Preferred Stock shall, concurrent with the distribution to holders of Common Stock, receive a like distribution based upon the number of shares of Common Stock into which such Series A Preferred Stock is then convertible.

(iv) In case, at any time after the date hereof, of any capital reorganization, or any reclassification of the stock of the Corporation (other than a change in par value or as a result of a stock dividend or subdivision, split-up, or combination of shares), or the consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the Corporation is the continuing entity and which does not result in any change in the Common Stock), or of the sale or other disposition of all or substantially all the properties and assets of the Corporation as an entirety to any other person, the shares of Series A Preferred Stock shall, if such event is not deemed a liquidation for purposes of subparagraph 3(a), after such reorganization, reclassification, consolidation, merger, sale, or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the entity resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold or otherwise disposed to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, sale, or other disposition he had converted his shares of Series A Preferred Stock into Common Stock. The provisions of this subparagraph (vi) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales, or other dispositions.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of a Conversion Rate pursuant to this paragraph 5, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth: (i) such adjustments and readjustments, (ii) the Conversion Rate at the time in effect for the Series A Preferred Stock held, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series A Preferred Stock.

(g) Notices. Any notice required by the provisions of this paragraph 5 to be given to the holder of shares of the Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his latest address appearing on the books of the Corporation.

6. Protective Provisions. In addition to any other rights provided by law, without first obtaining the affirmative vote or written consent of the holders of a majority of the then-outstanding shares of Series A Preferred Stock, the Corporation shall not amend or repeal any provision of, or add any provision to, this Certificate of Designation, if such action would adversely alter or change the preferences, rights, privileges, or powers of, or restrictions provided for the benefit of, the Series A Preferred Stock.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate on behalf of Alynx, Co. this 29<sup>th</sup> day of January 2008.

/s/ Ken Edwards  
Ken Edwards, President