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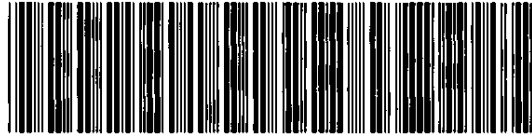
(Business Entity Name)

(Document Number)

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09 MAY 15 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Amendments
5/21/09
TL*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Primus Medical Research, Inc.
Name of Corporation

DOCUMENT NUMBER: P06000030059

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christina Harris Schwinn, Esq.
Name of Contact Person

Pavese Law Firm
Firm/Company

1833 Hendry Street
Address

Fort Myers, Florida 33901
City/State and Zip Code

christinaschwinn@paveselaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christina Harris Schwinn at (239) 334-2195
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PRIMUS MEDICAL RESEARCH, INC.

09 MAY 15 PM 12:46
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida Statute, Section 607.1007, the undersigned corporation hereby amends and restates the Articles of Incorporation filed with the Secretary of State of the State of Florida on February 28, 2006, by and through the unanimous consent of the undersigned Shareholders, to be effective immediately upon filing, as follows:

CHARTER

Article I
Name

The name of the corporation shall be **Primus Medical Research, Inc.**

Article II
Principal Office

The principal place for the transaction of the corporation business shall be **3046 Del Prado Boulevard, City of Cape Coral, County of Lee, in the State of Florida, 33904**, and the mailing address shall be **3046 Del Prado Boulevard, Cape Coral, Florida, 33904**. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article III
Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV
Term of Existence

The existence of the corporation shall continue in perpetuity until dissolved as provided by law.

Article V
Authorized Shares

The aggregate number of shares the corporation shall have authority to issue shall be 100 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the corporation shall not be divided into classes and the corporation is not authorized to issue shares in series.

Article VI
Board of Directors

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VII
Officers

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, and a Secretary/Treasurer, who shall be a Director, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Name:

Terese A. Taylor, M.D.
3046 Del Prado Boulevard
Cape Coral, Florida 33904

President/Director

Name:

Carly D. Schwartzel

3046 Del Prado Boulevard
Cape Coral , FL 33904

Secretary/Treasurer/Director

Article VIII
Indebtedness

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article IX
Registered Office and Agent

The street address of the initial registered office of this corporation is **Pavese Law Firm, 1833 Hendry Street, Fort Myers, Florida 33901**, and the name of the initial registered agent of this corporation at that address is **Christina Harris Schwinn, Esq.**

Article X
Transfer Restrictions

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

AThese Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation=s Articles of Incorporation, A Copy of Which Is On File At This Corporation=s Principal Office.@

AThe Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From The Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability Of This Certificate Is Restricted Until It Is Determined By The Corporation Than Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon.@

Article XI
Preemptive Rights

Without first being offered to the stockholders for subscription, any shares of common stock now or hereafter authorized may be issued: (a) as dividends or in payment of dividends; (b) in exchange for preferred stock or funded debt of the Corporation outstanding; (c) to fulfill any outstanding right or option created by the Corporation to acquire from the Corporation shares of its common stock, or to convert other securities of the Corporation into shares of common stock; or (d) pursuant to any amendment to the Articles of Incorporation whereby shares of common stock are changed into a greater number of shares of the same class.

XII
Bylaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII
Notice

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless she shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV
Indemnification

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon her in connection with or arising out of any claim, demand, action, suit or proceeding in which she may be involved or to which she may be made a party by reason of her being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which she finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of her duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which she may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

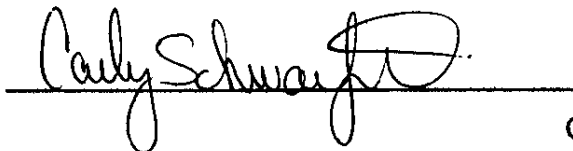
Related Transactions

A director or officer of the corporation shall not be disqualified by her office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that she, or any firm of which she is a member or any corporation of which she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned Shareholders, under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Amended and Restated Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set their hand and seal this _____ day of May, 2009.



Terese A. Taylor, M.D.

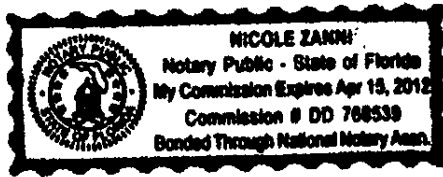


Carly D. Schwartzel

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Terese A. Taylor, M.D., on behalf of the corporation, known to me and who made and subscribed to the foregoing Amended and Restated Articles of Incorporation and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

2009. WITNESS my hand and official seal this 6th day of May 2009



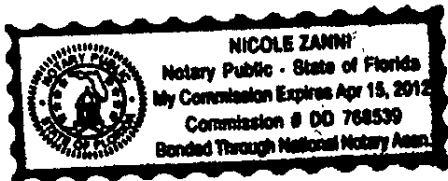
[Signature]
Notary Public
My Commission number
My Commission

is: _____
expires: _____

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Carly D. Schwartzel, on behalf of the corporation, known to me and who made and subscribed to the foregoing Amended and Restated Articles of Incorporation and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

2009. WITNESS my hand and official seal this 6th day of May 2009



[Signature]
Notary Public
My Commission number
My Commission

is: _____
expires: _____

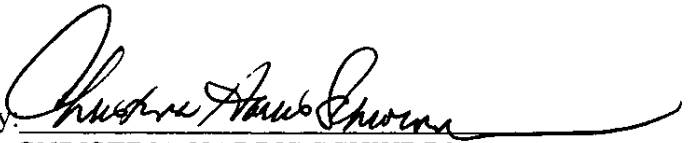
REGISTERED AGENT ACKNOWLEDGEMENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That **Primus Medical Research, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Amended and Restated Articles of Incorporation, at 3046 Del Prado Boulevard, Cape Coral, FL 33905, has named **CHRISTINA HARRIS SCHWINN, PAVESE LAW FIRM**, located at **1833 Hendry St., City of Fort Myers, County of Lee, FL 33901**, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
CHRISTINA HARRIS SCHWINN
Registered Agent