# Florida Department of State Division of Corporations

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Division of Corporations

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# FLORIDA PROFIT/NON PROFIT CORPORATION

DOSELOGIC Technologies, Inc.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

OF

# DOSELOGIC Technologies, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural perso. competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

### ARTICLE I

### NAME AND ADDRESS OF BUSINESS

The name of this corporation is DOSELOGIC Technologies, Inc., and the addres of this corporation is 9745 International Court North, St. Petersburg, Florida 33716.

### ARTICLE II

## COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Article is of Incorporation.

## ARTICLE III

#### **BUSINESS AND POWERS**

- A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The corporation shall have the power to de everything necessary, prope. advisable or convenient for the accomplishment of the purpose) bereinbefore set forth, and to do all other things incidental thereto ( connected therewith, which are not prohibited by statute or by thes: Articles of Incorporation.

### ARTICLE IV

# **AUTHORIZED SHARES**

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and H08000128979

privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have: value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

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## **ARTICLE V**

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Fred H. Mille, 9745 International Court North, St. Petersburg, Florida 33716, and the name of the registered agent of this corporation at that address is Fred H. Miller.

### ARTICLE VI

# INCORPORATOR

The names and addresses of the person signing these Articles are:

Fred H. Miller

#### ARTICLE VII

### BOARD OF DIRECTORS

Initial Board of Directors. The names of the initial directors of the corporation are:

Fred H. Miller Rodger W. Miller

- Number and term. The Board of Directors shall be composed of no less than one (1) Board Member who shall be elected at the annual meeting of the shareholders to be held at the time and place prescribed in the By-Laws and can be changed by majority vote of shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold offices for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.
- Powers and Duties. Included among the powers and duties of the Boar. of Directors are the following:

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- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by new issue.

#### ARTICLE VIII

#### **OFFICERS**

A. Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

<u>Initial Officers.</u> The names of the initial officers and titles of the corporation are:

Fred H. Miller

- President

Rodger W. Miller

- Vice President

Fred H. Miller

- Secretary

Fred H. Miller

- Treasurer

- B. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may b prescribed by the By-Laws or the Directors by appropriate resolution.

### ARTICLE IX

### INDEMNIFICATION

A. Right to Indemnification. The corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (1993) or as such law may hereafter be amended (but, in the case of an such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation who is a provide prior to such amendment), each director and officer of the Corporation who is a

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was a party to any proceedings by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgement, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan) and expense actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceedings in advance of it final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure the benefit of the heirs, executors and administrators of such person.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this <u>/2\*</u> day of May, 2008.

Fred H Miller

FILED.

SECKETARY OF STATE