

# P92000002736

Florida Department of State  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CLINICAL MEDICAL SERVICES, INC.**

Certificate of Status	0
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*Amended & Restated*  
*Art.*

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December 5, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

*Re-Submit for  
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CLINICAL MEDICAL SERVICES, INC.  
14160 PALMETTO FRONTAGE RD.  
#11  
MIAMI LAKES, FL 33016

SUBJECT: CLINICAL MEDICAL SERVICES, INC.  
REF: P92000002736

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist II

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CLINICAL MEDICAL SERVICES, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, CLINICAL MEDICAL SERVICES, INC., a Florida corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles"):

1. The name of the Corporation is: CLINICAL MEDICAL SERVICES, INC. The date of filing of the original Articles of Incorporation with the Secretary of State of the State of Florida was November 3, 1992 (together with any amendments thereto, the "Original Articles of Incorporation").
2. These Restated Articles were duly adopted by a unanimous resolution of the sole member of the Board of Directors and the sole shareholder of the Corporation.
3. The effective date of these Restated Articles shall be upon the filing of these Restated Articles with the Secretary of State of the State of Florida.
4. These Restated Articles shall supersede the Original Articles of Incorporation.
5. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I**

The name of the corporation is: **CLINICAL MEDICAL SERVICES, INC.**

**ARTICLE II**

The principal place of business of the Corporation is Industrialville State Road 190, KM 1.5 Lot 5, Carolina, Puerto Rico 00983. The mailing address of the Corporation is 15476 NW 77<sup>th</sup> Court #705, Miami Lakes, FL 33016.

**ARTICLE III**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE IV**

The Corporation shall have the authority to issue one thousand (1,000) shares of Common Stock having a par value of \$1.00 per share. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE V**

H12000283735 3

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI**

The street address of the Corporation's registered office is 14160 Palmetto Frontage Road #11, Miami Lakes, FL 33016. The name of the Corporation's registered agent at that office is Doris Shane.

**ARTICLE VII**

The Corporation shall indemnify the officers and directors, or any former officers and directors, of the Corporation to the fullest extent permitted by law.

**ARTICLE VIII**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the affirmative vote of the shareholders holding a majority of the outstanding shares of Common Stock of the Company (such affirmative vote, as may be evidenced by a written consent signed by such shareholders, the "Majority Vote"); provided, however, that the number of directors of the Corporation shall never be less than one. Directors shall be appointed and removed by a Majority Vote immediately upon such Majority Vote, which may be obtained at any time.

**ARTICLE IX**

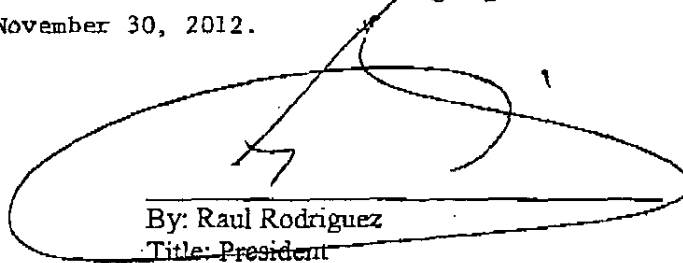
These Articles of Incorporation may be amended in any manner provided by law.

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**IN WITNESS WHEREOF**, the undersigned has executed the foregoing Amended and Restated Articles of Incorporation on November 30, 2012.



By: Raul Rodriguez  
Title: President

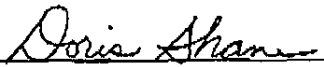
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**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of CLINICAL MEDICAL SERVICES, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30 day of November, 2012.

  
\_\_\_\_\_  
Doris Shane, Registered Agent