

Pd2000002730

Linda Mendez

~~Vinnette Boyd~~

(Requestor's Name)

3700 Commerce Hwy

(Address)

(Address)

Miramar FL 33025

(City/State/Zip/Phone #)

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Clinical Medical Services, Inc

(Business Entity Name)

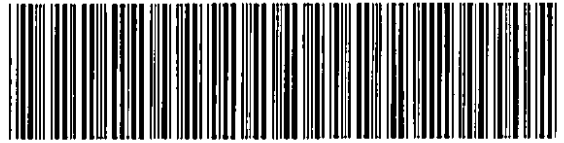
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TALLAHASSEE, FL

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

2018 SEP 14 AM 6:40

**SECRETARY OF STATE
TALLAHASSEE, FL**

CLINICAL MEDICAL SERVICES, INC., a Florida corporation (the "Corporation"), hereby adopts the following Third Amended and Restatement Articles of Incorporation (the "Third Amended and Restated Articles"), pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act");

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. The date of filing of the Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida was December 5, 2012. The date of filing of the Second Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida was September 23, 2013 (the "Second Amended and Restated Articles").
2. These Third Amended and Restated Articles were duly adopted by a unanimous resolution of the board of directors and the shareholders of the Corporation.
3. The effective date of these Third Amended and Restated Articles shall be upon the filing of these Third Amended and Restated Articles with the Secretary of State of the State of Florida.
4. These Third Amended and Restated Articles shall supersede the Second Amended and Restated Articles.
5. The Second Amended and Restated Articles are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the corporation is Clinical Medical Services, Inc. (the "Corporation").

ARTICLE II

The current principal street address of the Corporation is Carr. PR-3, KM 9.5, Ave. 65 Infanteria Reparto Industrial San Gabriel, Carolina, Puerto Rico 00985. The current mailing address of the Corporation is 14160 Palmetto Frontage Road, Suite 35, Miami Lakes, Florida 33016. The Board of Directors may change either the principal street address or the mailing address at any time by a duly adopted resolution of the Board of Directors.

ARTICLE III

The address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, FL 33324, and the name of the initial registered agent of the Corporation at

that address is CT Corporation System. The Board of Directors may change the address of and/or the registered agent at any time by a duly adopted resolution of the Board of Directors.

ARTICLE IV

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

The total number of share of stock which the Corporation is authorized to issue is 100 shares of common stock, \$0.01 par value per share.

ARTICLE VI

In furtherance of and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

ARTICLE VII

The Corporation shall have no less than one (1) Director. The Corporation currently has five (5) directors who shall be Christopher J. Crosby, Scott Hilinski, Christopher Vinciguerra, Raul Rodriguez and Jorge A. Pereda. 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 Voting Common Stock of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

ARTICLE VIII

The current officers of the Corporation shall be:

Jorge A. Pereda	President and Chief Executive Officer
Paul Pino	Chief Financial Officer and Treasurer
Karen Joblove	Executive Vice President
Linda Mendez	Chief Operating Officer and Secretary

The officers of the Corporation shall be chosen as provided in the by-laws of the Corporation.

ARTICLE IX

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for

acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. No amendment, modification or repeal of this Article IX shall adversely affect the rights and protection afforded to a director of the corporation under this Article IX for acts or omissions occurring prior to such amendment, modification or repeal.

ARTICLE X

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Third Amended Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Florida at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Third Amended Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article X.

ARTICLE XI

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or custodians appointed for this Corporation under the provisions of Section 607.1432 of Title XXXVI of the Florida Business Corporations Act order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Restatement as of this 14th day of September, 2018.

CLINICAL MEDICAL SERVICES, INC.

A handwritten signature in black ink, appearing to be 'R. Rodriguez', written over a horizontal line.

By: _____
Name: Raul Rodriguez
Title: President