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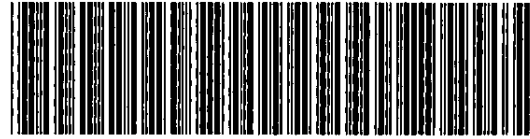
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(Business Entity Name)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
14 MAR 17 AM 11:09

3-19-14

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Medical Device Styling Concepts, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Stuart S. Cowitt

Name (Printed or typed)

44 W. Flagler Street, 25th Floor

Address

Miami, FL 33130

City, State & Zip

(305) 379-0400

Daytime Telephone number

ssc@lgplaw.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
MEDICAL DEVICE STYLING CONCEPTS, INC.**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 MAR 17 AM 11:09

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation shall be: **Medical Device Styling Concepts, Inc.** (the "Corporation").

**ARTICLE II  
PERPETUAL EXISTENCE**

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III  
CORPORATE PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV  
CAPITAL STOCK**

(a) The Corporation is authorized to issue 1,200,000 shares of capital stock with no par value, of which 1,000,000 shares are designated Class A Common Stock, and 200,000 shares are designated Class B Common Stock. The Class A Common Stock and Class B Common Stock shall have the same rights and preferences except as set forth below.

(b) The Corporation's Board of Directors (the "Board") is hereby empowered to cause the Class A Common Stock and the Class B Common Stock to be issued from time to time for such consideration as it may from time to time fix, with such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board.

(c) The holders of shares of Class A Common Stock and Class B Common Stock shall have the following voting rights:

(1) The holders of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of Class B Common Stock and not as a separate class; and

(II) The holders of Class B Common Stock shall be entitled to ten (10) votes for each share of Class B Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of Class A Common Stock and not as a separate class.

(d) The holders of the Class A Common Stock and the Class B Common Stock shall be entitled to receive, when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. For each One Dollar (\$1.00) of value to be distributed, as dividend or otherwise, whether in cash, property, stock, or otherwise, to the shareholders of the Corporation:

(I) Each share of Class A Common Stock shall receive Ninety Cents (\$0.90) of such One Dollar (\$1.00); and

(II) Each share of Class B Common Stock shall receive Ten Cents (\$0.10) of such One Dollar (\$1.00).

(e) Any dividend or distribution to be made in shares of the Corporation's common stock shall be payable in shares of Class A Common Stock only.

(f) If the Corporation shall in any manner split, subdivide or combine the outstanding shares of its common stock, then the outstanding shares of the Class A Common Stock and the Class B Common Stock shall be proportionately split, subdivided or combined in the same manner and on the same basis.

(g) In the event of a merger, consolidation or combination of the Corporation with another entity (whether or not the Corporation is the surviving entity), the holders of Class A Common Stock and Class B Common Stock shall be entitled to receive the same per share consideration in that transaction, except that any common stock that holders of Class B Common Stock are entitled to receive in any such event may differ as to voting rights and otherwise to the extent and only to the extent that the Class A Common Stock and the Class B Common Stock differ as set forth in this Article IV.

(h) Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Class A Common Stock and Class B Common Stock treated as a single class.

(i) The Board shall have the power to cause the Corporation to issue and sell shares of Class A Common Stock and Class B Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts or other legal entities (collectively, "persons") and for such consideration as the Board shall from time to time in its discretion determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of the Class A Common Stock or the Class B Common Stock, and as otherwise permitted by law. The Board shall have the power to cause the Corporation to

purchase, out of funds legally available therefor, shares of the Class A Common Stock and/or the Class B Common Stock from such persons and for such consideration as the Board shall from time to time in its discretion determine, whether or not less consideration could be paid upon the purchase of the same number of shares of the Class A Common Stock or the Class B Common Stock, and as otherwise permitted by law.

(j) In the event that any holder of shares of Class B Common Stock desires to sell such shares to a third party, such shares shall be cancelled by the Corporation and re-issued as Class A Common Stock in the name of such third party.

#### **ARTICLE V PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is:

9480 South Military Trail, #4D  
Boynton Beach, Florida 33436

#### **ARTICLE VI REGISTERED AGENT**

The name and street address of the Corporation's registered agent is:

Stuart S. Cowitt  
44 W. Flagler Street, 25<sup>th</sup> Floor  
Courthouse Tower  
Miami, FL 33130

#### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

Stuart S. Cowitt  
44 W. Flagler Street, 25<sup>th</sup> Floor  
Courthouse Tower  
Miami, FL 33130

#### **ARTICLE VIII BOARD OF DIRECTORS**

Management of the Corporation shall be by the Board of Directors, which shall consist, initially, of three (3) Directors. The number of Directors may be increased or decreased from time to time by majority vote of the shareholders and in accordance with the Corporation's Bylaws, but shall never be less than one.

The names and addresses of the initial Directors of the Corporation are:

DOUGLAS C. HUTCHINSON  
9480 South Military Trail, #4D  
Boynton Beach, FL 33436

STUART S. COWITT  
44 W. Flagler Street, 25<sup>th</sup> Floor  
Miami, FL 33130

ERICA HUTCHINSON  
9480 South Military Trail, #4D  
Boynton Beach, FL 33436

The initial Directors shall hold office until the first annual meeting of the shareholders of the Corporation.

The shareholders of the Corporation shall not be entitled to remove any Director from office during his or her term without cause therefor.

#### **ARTICLE IX OFFICERS**

Officers of the Corporation shall be appointed by the Board of Directors and shall be governed as set forth in the Corporation's Bylaws.

The names and addresses of the initial officers of the Corporation are:

President      DOUGLAS C. HUTCHINSON  
                  9480 South Military Trail, #4D  
                  Boynton Beach, FL 33436

Secretary     STUART S. COWITT  
                  44 W. Flagler Street, 25<sup>th</sup> Floor  
                  Miami, FL 33130

#### **ARTICLE X BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the Shareholders, with the act of the Shareholders to control over any inconsistent act of the Directors.

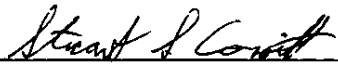
**ARTICLE XI  
INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XII  
AMENDMENTS**

These Articles of Incorporation and/or any amendment hereto may be amended in whole or part in the manner specified by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on the 12<sup>th</sup> day of March, 2014.

By:   
Stuart S. Cowitt, Incorporator


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- (1) The name of the corporation is **Medical Device Styling Concepts, Inc.**
- (2) The name and street address of the Florida registered agent and office are:

Stuart S. Cowitt  
44 W. Flagler Street, 25<sup>th</sup> Floor  
Miami, FL 33130

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 607, F.S.*

By:   
Stuart S. Cowitt

Date: March 12, 2014