

Division of Corporations

Page 1 of 2

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ADPEN LABORATORIES INC.**

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**ARTICLES OF AMENDMENT AND RESTATEMENT**  
*of the*  
**ARTICLES OF INCORPORATION**  
*of*  
**ADPEN LABORATORIES, INC.**

Pursuant to Section 607.1007, Florida Statutes, AdPen Laboratories, Inc., a Florida corporation (the "*Corporation*"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

**FIRST:** The Amended and Restated Articles of Incorporation of the Corporation (the "*Amended and Restated Articles*") are set forth in **EXHIBIT A**.

**SECOND:** The Amended and Restated Articles were adopted on the 7<sup>th</sup> day of June, 2017.

**THIRD:** The Amended and Restated Articles were adopted by all of the members of the Board of Directors of the Corporation and all of the shareholders of the Corporation.

**FOURTH:** The Amended and Restated Articles shall become effective as of the date these Articles of Amendment and Restatement are filed with the Secretary of State of Florida.

Signed this 7<sup>th</sup> day of June, 2017.

  
\_\_\_\_\_  
Rolando Perez, Director

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**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
ADPEN LABORATORIES, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is ADPEN Laboratories, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation in Florida is located at 11757 Central Parkway, Jacksonville, Florida 32224.

**ARTICLE III  
CAPITAL STOCK**

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 1,000 shares of common stock having a par value of \$1.00 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

**ARTICLE IV  
DIRECTORS**

(a) Number. The Corporation shall have one (1) director. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the director of the Corporation is:

Rolando Perez

205 1<sup>st</sup> Street South, #201  
Jacksonville Beach, Florida 32250

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE V  
BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VI  
DURATION**

The Corporation shall exist perpetually.