

F060000002145

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 617-6380

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6/29/18!!! THANK YOU!!!**

***PLEASE GIVE ORIGINAL
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6/29/18!!! THANK YOU!!!**

From:

Account Name : CAPITOL SERVICES, INC.
Account Number : 120160000017
Phone : (855) 498-5500
Fax Number : (800) 432-3622

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

CC

Name
Chg

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ACCELOVANCE, INC.**

JUL 03 2018

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TALLAHASSEE, FLORIDA

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JUL 03 2018

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Linical Accelerance America, Inc.

Name of Corporation

DOCUMENT NUMBER: F06000002145

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cody A. Kachel

Name of Contact Person

Ohashi & Horn LLP

Firm/Company

325 N. St. Paul Street, Suite 4400

Address

Dallas, TX 75201

City/State and Zip Code

info@ohashihorn.com

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

For further information concerning this matter, please call:

Cody A. Kachel

Name of Contact Person

at (214) 743-4173

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



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(Additional copy is
enclosed)



\$52.50 Filing Fee,
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Certified Copy
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enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



July 2, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ACCELOVANCE, INC.
2275 RESEARCH BLVD
SUITE 700
ROCKVILLE, MD 20850

SUBJECT: ACCELOVANCE, INC.
REF: F06000002145

***PLEASE GIVE ORIGINAL SUBMISSION
DATE OF 6/29/18. THANK YOU!!!***

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

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

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

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H18000192337
Letter Number: 018A00013646

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000002145

(Document number of corporation (if known))

2018 JUN 29 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. ACCELOVANCE, INC.
(Name of corporation as it appears on the records of the Department of State)

2. Maryland (Incorporated under laws of) 3. 04/04/2006 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 04/16/2018

5. Clinical Accelerance America, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration.)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Isao Sakamoto
(Typed or printed name of person signing)

President
(Title of person signing)

ARTICLES OF MERGER
OF
MAGNOLIA ACQUISITION CORP.
WITH AND INTO
ACCELOVANCE, INC.

FIRST: Magnolia Acquisition Corp., a Maryland corporation, and Accelovance, Inc., a Maryland corporation, are parties to these Articles of Merger and hereby agree to merge upon the terms and conditions set forth herein.

SECOND: Accelovance, Inc., a Maryland corporation, shall survive the merger as the successor corporation. It will continue its corporate existence under its new name Linical Accelovance America, Inc.

THIRD: The principal office of Accelovance, Inc. is located in Montgomery County, Maryland at 2275 Research Blvd., Suite 700, Rockville, MD 20850. The principal office of Magnolia Acquisition Corp. is also located in Montgomery County, Maryland at 2275 Research Blvd., Suite 700, Rockville, MD 20850.

FOURTH: Magnolia Acquisition Corp. does not own any interest in land in the State of Maryland.

FIFTH: Prior to the merger, the designation and number of outstanding shares for each corporation that is a party to the merger are as follows:

Accelovance, Inc.: Accelovance, Inc. has a single class of stock, designated as Common Stock at \$0.01 per value per share. The total number of shares of such stock that Accelovance, Inc. has authority to issue is 20,000,000 and of which 10,875,811 shares are outstanding. The aggregate par value of the outstanding shares is \$108,758.11.

Magnolia Acquisition Corp.: Magnolia Acquisition Corp. has a single class of stock, designated as Common Stock at \$1.00 per value per share. The total number of shares of such stock that Magnolia Acquisition Corp. has authority to issue is 10,000 and of which 1,000 shares are outstanding. The aggregate par value of the outstanding shares is \$1,000.00.

SIXTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by Accelovance, Inc. in the manner and by the vote required by its articles of incorporation and the laws of the State of Maryland. The manner of approval was as follows: The Board of Directors of Accelovance, Inc. adopted and approved, by unanimous resolution, a Merger Agreement and other transactions contemplated by the Merger Agreement and directed that the merger be submitted to the stockholders of Accelovance, Inc. for approval. The Merger Agreement and other transactions contemplated by the Merger Agreement were approved by the stockholders of Accelovance, Inc. at a special meeting of stockholders duly called and held on April 10, 2018 by the affirmative vote of at least two-thirds of the votes entitled to be cast on the matter.

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STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the _____	
page document on file in this office. DATED: _____	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: _____	Custodian
This stamp replaces our previous certification system. Effective: 6/95	

SEVENTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by Magnolia Acquisition Corp. in the manner and by the vote required by its articles of incorporation and the laws of the State of Maryland. The manner of approval was as follows: The Board of Directors of Magnolia Acquisition Corp. adopted and approved, by unanimous written consent, a Merger Agreement and other transactions contemplated by the Merger Agreement, and directed that the merger be submitted to the sole stockholder of Magnolia Acquisition Corp. for approval. The sole stockholder of Magnolia Acquisition Corp. approved the Merger Agreement and other transactions contemplated by the Merger Agreement by written consent.

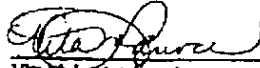
EIGHTH: The Articles of Incorporation of Accelovance, Inc., as in effect immediately prior to the merger, shall be amended and restated to read in its entirety as set forth on Exhibit A attached hereto, and, as so amended and restated, shall be the Articles of Incorporation of the successor corporation.

NINTH: By virtue of the merger, without any action on the part of any stockholder, and as more fully described in the Merger Agreement, all of the issued and outstanding Common Stock of Magnolia Acquisition Corp., par value \$1.00 per share, shall be converted into and become one fully paid and nonassessable share of Common Stock, par value \$1.00 per share of the successor corporation.

TENTH: By virtue of the merger, without any action on the part of any stockholder, and as more fully described in the Merger Agreement, all of the issued and outstanding Common Stock of Accelovance, Inc. (other than any shares of Common Stock converted pursuant to Article NINTH above) shall be converted into the right to receive a pro rata portion of the merger consideration as more fully described in the Merger Agreement and shall cease to exist, and the certificates for such shares shall be cancelled as promptly as practicable thereafter.

IN WITNESS WHEREOF, Accelovance, Inc., a Maryland corporation, and Magnolia Acquisition Corp., a Maryland corporation, have caused these Articles of Merger to be signed by the undersigned, each of its authorized officers, as of April 16, 2018.

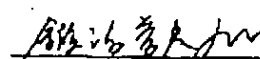
Attest:


Vito M. Landon, Secretary
Date: 16 April 2018


ACCELOVANCE, INC.

By: 
Stephen J. Trevino, President

Attest:


Yoshio Kaji, Secretary
Date: 16 April, 2018

MAGNOLIA ACQUISITION CORP.

By: 
Isao Sakamoto, President

-2-

CUST ID: 0003639402
WORK ORDER: 0004833978
DATE: 04-16-2018 02:57 PM
RPT. PAID: \$571.00

EXHIBIT A**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ACCELOVANCE, INC.**

Accelovance, Inc., a Maryland corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that the Articles of Incorporation of the corporation is hereby amended and restated as follows:

FIRST: The name of the corporation ("Corporation") is Linical Accelovance America, Inc.

SECOND: The purpose for which the Corporation is formed is to engage in any lawful business or activity.

THIRD: The principal office of the Corporation is 2275 Research Blvd., Suite 700, Rockville, MD 20850.

FOURTH: The name of the resident agent of the Corporation in Maryland is Capital Corporate Services, Inc., whose address is 3206 Tower Oaks Blvd., 4th Floor, Rockville, MD 20852.

FIFTH: The Corporation is authorized to issue one class of shares, which is to be designated Common Stock. The total number of shares of Common Stock the Corporation has authority to issue is 10,000, at \$ 1.00 par value per share.

SIXTH: The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors (the "Board"). The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation. The names of the directors who shall act until the next annual meeting of stockholders or until their successors are duly elected and qualified are:

Isao Sakamoto
Keigo Tsujimoto
Yoshio Kaji

SEVENTH: To the fullest extent permitted by the Maryland General Corporation Law, as the same exists or as may hereafter be amended from time to time, the liability of members of the Board for monetary damages shall be eliminated. Further, a member of the Board shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Maryland General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a member of the Board shall be eliminated or limited to the fullest extent permitted by the Maryland General Corporation Law, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of this Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Corporation shall have the power to indemnify, to the extent permitted by the Maryland General Corporation Law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

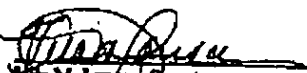
Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

EIGHTH: Except as provided in the Seventh Article above, the Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.


NINTH: These Articles of Amendment and Restatement were advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President and attested to by its Secretary on April 13, 2018.

Attest:


Vito M. Laporta, Secretary
Date: 13 April 2018

ACCELOVANCE, INC.


By: Stephen J. Trevisan, President

With respect to Article FOURTH above, the undersigned hereby consents to the designation in this document as resident agent for this Corporation.

CAPITOL CORPORATE SERVICES, INC.

By: 

Krista Ali, Assistant Secretary