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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: American Academy of Orthopedic Regenerative Medicine Inc.

DOCUMENT NUMBER: N05000006364

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Romy B. Jurado

(Name of Contact Person)

Jurado & Farshchian, P.L.

(Firm/ Company)

12955 Biscayne Blvd, Suite 328

(Address)

North Miami, FL 33181

(City/ State and Zip Code)

Romy@jflawfirm.com

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

For further information concerning this matter, please call:

Romy B. Jurado

305

921-0440

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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(Additional Copy is
Enclosed) |
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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

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN ACADEMY OF ORTHOPEDIC REGENERATIVE MEDICINE, INC.
(A FLORIDA CORPORATION)**

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopted the following amended and restated articles of incorporation for the corporation:

RECITALS

WHEREAS, the original Articles of Incorporation for the Corporation were filed on June 20th, 2005.

NOW, THEREFORE, the parties, intending to amend and restate the Articles of Incorporation in its entirety, be bound by these amended and restated Articles, and accordingly the parties hereby amend and restate the Articles of Incorporation and adopt these Amended and Restated Articles of Incorporation to establish the existence and foundation of the Corporation as follows:

ARTICLE I. NAME

The name of the corporation shall be American Academy of Orthopedic Regenerative Medicine, Inc. (the "Corporation").

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSES AND POWERS

3.1 Nonprofit Corporation. The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

3.2 Purposes and Powers. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and not for pecuniary profit. By way of explanation and not of limitation, the purposes for which the Corporation is organized are to provide regenerative treatment services within the State of Florida; to conduct, support and promote educational programs relating to regenerative medicine for patients and the general public; to conduct, support and promote basic and clinical research related to regenerative medicine; to conduct support and promote other activities related to the operation of regenerative medicine programs; and to

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collaborate with other charitable organizations and institutions dedicated to regenerative medicine. The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not For Profit Corporation Act and which the Board of Trustees may deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Trustees to be necessary or desirable in connection with any of the Corporation's business.

3.3 Further Activities. To carry on such other activities that in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

3.4 Powers. Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles on Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

ARTICLE IV. LIMITATIONS

4.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

4.2 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V. MEMBERS

5.1 The Corporation will have no members.

ARTICLE VI. DIRECTORS

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be at least three (3). The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, but shall never be less than three (3).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation. The initial Board of Directors and their respective addresses:

Alimorad Farshchian
1001 NE 125th Street
North Miami, FL 33161

Roman Garcia
1001 NE 125th Street
North Miami, FL 33161

Joseph Farshchian
525 N. Country Club Drive
Atlantis, FL 33462

6.3 The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

6.4 Directors of this Corporation, and any Offices elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses. Notwithstanding the foregoing, if an individual elected as a board member or officer is also a salaried employee of the Corporation, the individual may receive reasonable compensation as a salaried employee (and not as a director) in accordance with procedures adopted by the Board and in accordance with the Florida Not for Profit Corporation Act and the Code, or corresponding section of any future federal tax code, which procedures are set out in the Bylaws.

ARTICLE VII. DIRECTOR LIABILITY LIMITATIONS

7.1 If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting or limiting the personal liability of directors or officers, then the liability of directors and officers of this corporation shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without the need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

8.1 Right to Indemnification. The corporation shall have the power and authority to provide indemnification in accordance with the law and the Bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the Bylaws of the Corporation.

ARTICLE IX. BYLAWS

9.1 The Board of Directors shall adopt the Bylaws of the Corporation. The authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

ARTICLE X. INCORPORATOR

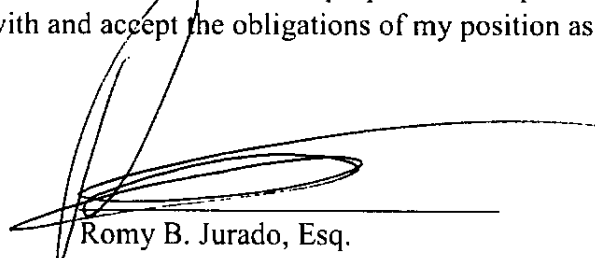
The name and address of the incorporator of the Corporation is: Romy B. Jurado, Esq. 12955 Biscayne Boulevard, Suite 328, North Miami, Florida 33181.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is 12955 Biscayne Boulevard, Suite 328, North Miami, Florida 33181. The name of its initial registered agent at that address is Romy B. Jurado, Esq.

Acceptance of Appointment

Romy B. Jurado, Esq. hereby accepts the appointment of Registered Agent in the State of Florida for American Academy of Orthopedic Regenerative Medicine, Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Romy B. Jurado, Esq.
Registered Agent

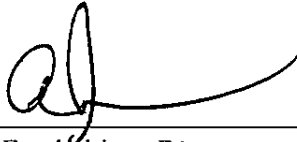
ARTICLE XII. INITIAL PRINCIPAL PLACE OF BUSINESS

The address of the initial principal place of business of the Corporation shall be 1001 NE 125th Street, North Miami, Florida 33161.

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors then in office.

Date: October 10, 2016

A handwritten signature in black ink, appearing to read 'Alimorad Farshchian', is written over a horizontal line.

Alimorad Farshchian, *Director*
American Academy of Orthopedic & Regenerative Medicine, Inc.