

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H15000132281 3)))



H15000132281 3ABXC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC  
Account Number : I20020000094  
Phone : (770) 777-2091  
Fax Number : (770) 220-1943

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

Email Address: \_\_\_\_\_

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

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

RECEIVED

15 JUN -3 AM 11:23

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CC  
Amended  
Restated  
@ 4/4/15

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2015 JUN -3 PM 2:21

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AVISENA, INC.  
(a Florida corporation)**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), AVISENA, INC., a Florida corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation (these "Amended and Restated Articles of Incorporation").

**First:** The Corporation was originally incorporated in Florida under the name Avisena, Inc., the date of its filing of its original Articles of Incorporation with the Department of State of the State of Florida was May 30, 2001, the date of its filing of its Amended and Restated Articles of Incorporation was January 9, 2004, the date of its filing of its Second Amended and Restated Articles of Incorporation was February 18, 2005, the date of its filing of its Third Amended and Restated Articles of Incorporation was March 15, 2007, the date of its filing of its Fourth Amended and Restated Articles of Incorporation was September 2, 2008, the date of its filing of its Fifth Amended and Restated Articles of Incorporation was March 11, 2011, the date of its filing of its First Articles of Amendment to the Fifth Amended and Restated Articles of Incorporation was April 10, 2012, the date of its filing of its Second Articles of Amendment to the Fifth Amended and Restated Articles of Incorporation was August 28, 2012, the date of filing of its Sixth Amended and Restated Articles of Incorporation was May 8, 2014, the date of filing of its Seventh Amended and Restated Articles of Incorporation was September 10, 2014, and the date of filing of its Eighth Amended and Restated Articles of Incorporation was March 9, 2015.

**Second:** MSA Acquisition Co., a Florida corporation ("Merging Corporation"), was merged with and into the Corporation (the "Merger") on June 1, 2015 (the "Effective Time"), pursuant to the filing of those certain Articles of Merger, dated June 1, 2015 (the "Articles of Merger"), by the Corporation with the Department of State of the State of Florida, Division of Corporations (the "Division of Corporations").

**Third:** The Corporation remained as the surviving corporation following the Merger and, from and after the Effective Time, pursuant to the Plan of Merger attached to the Articles of Merger, adopted the Articles of Incorporation of Merging Corporation, as originally filed with the Division of Corporations on May 15, 2015 (the "Articles"), and the Bylaws of Merging Corporation as the Articles of Incorporation and Bylaws of the Corporation.

**Fourth:** These Amended and Restated Articles of Incorporation, which amend and restate the provisions of the Articles, were duly adopted and unanimously approved by the Corporation's board of directors and sole shareholder following the Effective Time on June 1, 2015, in accordance with the Sections 607.1003, 607.1006 and 607.1007 of the FBCA.

The Articles are hereby amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is "AVISENA, INC."

**ARTICLE II  
PURPOSE**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FBCA, including any amendments thereto.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal street address of the Corporation is: 6100 Blue Lagoon Drive, Suite 450, Miami, Florida 33126. The mailing address of the Corporation is the same.

**ARTICLE VI  
REGISTERED AGENT**

The name and street address of registered agent is: NRAI Services, Inc., 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE IV  
CAPITAL STOCK**

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the board of directors of the Corporation (the "**Board of Directors**") may from time to time determine. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is One Hundred (100) shares of common stock, no par value per share (the "**Common Stock**").

**ARTICLE V  
BOARD OF DIRECTORS**

The number of directors on the Board of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, as may be amended from time to time, and permitted under the FBCA; provided, however, that the Board of Directors shall at all times consist of at least one (1) director.

## **ARTICLE VI LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of 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 FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## **ARTICLE VII INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

## **ARTICLE VIII REMOVAL OF DIRECTORS**

During their terms of office, directors of the Corporation may be removed at any time upon the approval by vote or written consent of the holders of a majority of the then outstanding shares of Common Stock, voting together as a single class.

## **ARTICLE IX CALL OF SPECIAL MEETINGS**

Special meetings of the shareholders shall be held if called by the Board of Directors of the Corporation or its President or if the holders of not less than Fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary of the Corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE X  
BYLAWS**

The Board of Directors has adopted Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may hereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Amended and Restated Articles of Incorporation.

**ARTICLE XI  
AMENDMENT**

These Amended and Restated Articles of Incorporation may be altered, amended or repealed in accordance with the applicable provisions of Florida law.

**ARTICLE XII  
EFFECTIVE TIME**

These Amended and Restated Articles of Incorporation shall be effective as of the date on which they are filed with the Department of State of the State of Florida.

*[Signature page follows]*

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 1st day of June, 2015.

AVISENA, INC.

By: 

Name: Vipul Bansal

Title: Chairman

REGISTERED AGENT ACCEPTANCE

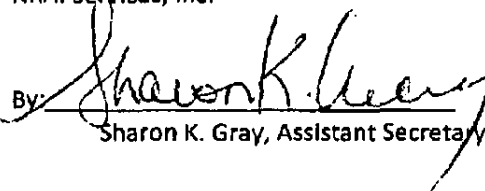
FOR

AVISENA, INC.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

NRAI Services, Inc.

By:

A handwritten signature in dark ink, appearing to read "Sharon K. Gray", is written over a horizontal line.

Sharon K. Gray, Assistant Secretary