

P02 000034578

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

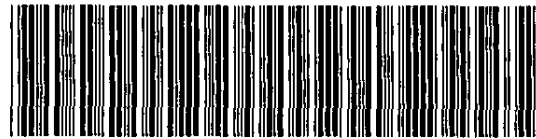
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600243312786

13 JAN 16 AM 11:56
RECEIVED
DEPARTMENT OF STATE

13 JAN 16 AM 10:51
RECEIVED
DEPARTMENT OF STATE

Amended

Restated

Att.

01-16-13

DC



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 497947 4306525

AUTHORIZATION :

COST LIMIT :

\$ 35.00

ORDER DATE : January 16, 2013

ORDER TIME : 9:48 AM

ORDER NO. : 497947-005

CUSTOMER NO: 4306525

DOMESTIC AMENDMENT FILING

NAME: MEDSAVE USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MEDSAVE USA, INC.**

MedSave USA, Inc., a corporation organized and duly existing under the laws of the state of Florida, hereby certifies as follows:

1. The name of the corporation is MedSave USA, Inc. (the "**Corporation**").
2. The Corporation's Amended and Restated Articles of Incorporation (the "**Original Articles**") are hereby amended and restated in their entirety as follows:

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MEDSAVE USA, INC.**

**ARTICLE I
NAME**

The name of the corporation is MedSave USA, Inc. (the "**Corporation**").

**ARTICLE II
OFFICES**

The principal place of business and mailing address of the Corporation in the State of Florida shall be 49 Wireless Boulevard, Suite 140, Hauppauge, New York 11788 or at such other place within or without the State of Florida as the Board of Directors of the Corporation may from time to time designate. The Corporation may also have offices in such other places either within or without the State of Florida as the Board of Directors of the Corporation may from time to time designate or as the business of the Corporation may require.

**ARTICLE III
REGISTERED AGENT**

The name of the Corporation's registered agent is Corporation Service Company and the address of the registered agent's office is 1201 Hays Street, Tallahassee, FL 32301.

**ARTICLE IV
DURATION**

The Corporation shall have perpetual duration and existence.

ARTICLE V NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida, and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act ("FBCA"), which is hereby incorporated by reference herein these Amended and Restated Articles of Incorporation.

ARTICLE VI CAPITAL STOCK

Section 6.1. Class of Capital Stock. The total number of shares of all classes which the Corporation is authorized to have outstanding is 100,884 shares consisting of (i) 100,000 shares of voting Common Stock, \$0.01 par value per share (the "**Common Stock**"), (ii) one (1) share of Series A Preferred Stock, \$0.01 par value per share (the "**Series A Preferred Stock**"), and (iii) 883 shares of new Series B Preferred Stock, \$0.01 par value per share (the "**Series B Preferred Stock**" and, collectively with the Series B Preferred Stock, the "**Preferred Stock**"). The relative rights, preferences, privileges, limitations and restrictions granted to or imposed on the Common Stock and the Preferred Stock or the holders thereof are set forth in this Article VI.

Section 6.2. Voting. Each share of Common Stock shall entitle the holder thereof to one (1) vote on any matter on which holders of Common Stock are entitled to vote. The holders of Preferred Stock shall not have any voting rights except as required by applicable law. In the event applicable law requires that the holders of Preferred Stock shall be entitled to vote as to a particular matter, each share of Preferred Stock shall entitle the holder thereof to one (1) vote on such matter.

Section 6.3. Dividends; Liquidation.

(a) In the event the Corporation shall declare, pay or set aside any dividends on shares of any class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock), the Corporation shall distribute to the holders of Common Stock and Preferred Stock such dividends in the priority and preference as contemplated in Section 6.3(c) below.

(b) Upon the occurrence of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (each, a "**Liquidation**"), or a Deemed Liquidation (defined below), the Corporation shall distribute to the holders of Common Stock and Preferred Stock the assets available for distribution to shareholders in the priority and preference as contemplated in Section 6.3(c) below.

(c) In the event of any distribution contemplated by Section 6.3(a) or (b), such distribution shall be made as follows:

(1) First, until the Series A Preferred Return Amount (as defined below) has been reduced to zero, all distributions shall be distributed to the holder of the Series A Preferred Stock, until such time as the holder of Series A Preferred Stock receives the Series A Preferred Return Amount;

(2) Second, until the Series B Preferred Return Amount (as defined below) has been reduced to zero, for each dollar distributed hereunder, (i) thirty percent (30%) of the amount of each such distribution shall be distributed pro rata among the holders of Common Stock then outstanding based on the number of shares of Common Stock held by each holder, and (ii) seventy percent (70%) of the amount of each such distribution shall be distributed pro rata among the holders of the Series B Preferred Stock, until such time as the holders of Series B Preferred Stock receive an aggregate amount equal to the Series B Preferred Return Amount; and

(3) Third, all remaining amount of such distribution shall be distributed pro rata among the holders of Common Stock then outstanding based on the number of shares of Common Stock held by each holder.

(d) For purposes of these Amended and Restated Articles of Incorporation, (1) the term "**Series A Preferred Return Amount**" means \$1,000,000, less the aggregate amount of all distributions made to the holder of Series A Preferred Stock pursuant to Section 6.3, and (2) the term "**Series B Preferred Return Amount**" means \$3,000,000, less the aggregate amount of all distributions made to the holders of Series B Preferred Stock pursuant to Section 6.3.

(e) A Liquidation shall be deemed to be occasioned by, or to include a consolidation or merger of the Corporation with or into any other corporation or other entity or person in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than fifty percent (50%) of the Corporation's voting power immediately after such consolidation, merger or reorganization or any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred, excluding any consolidation or merger effected exclusively to change the domicile of the Corporation, or any sale of all or substantially all of the Corporation's assets, all of which shall be referred to as a "**Deemed Liquidation**."

(f) Upon the occurrence of a Deemed Liquidation, the holders of Common Stock and Preferred Stock shall be paid, for each share in cash or in securities received from the acquiring corporation, or in a combination thereof, at the closing of any such transaction, or as soon as practicable thereafter, the respective amounts as set forth in Section 6.3(c) above.

(g) Whenever any distribution provided for in this Section 6.3 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value, as determined in good faith by the Board of Directors of the Corporation, of such securities or other property.

Section 6.4. All rights in respect of the Series A Preferred Stock shall automatically terminate at such time as the Series A Preferred Return Amount is reduced to zero, and all rights in respect of the Series B Preferred Stock shall automatically terminate at such time as the Series B Preferred Return Amount is reduced to zero.

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.

ARTICLE VIII AMENDMENTS


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute or these Articles, and all rights conferred upon shareholders herein are granted subject to this reservation. These Amended and Restated Articles of Incorporation may be amended as provided by law.

3. The foregoing Second and Amended and Restated Articles of Incorporation of MedSave USA, Inc. do not contain an amendment to the Original Articles requiring shareholder approval. The foregoing Second and Amended and Restated Articles of Incorporation of MedSave USA, Inc. have been duly adopted by the Board of Directors of the Corporation.

4. The foregoing Second Amended and Restated Articles of Incorporation of MedSave USA, Inc. shall supersede the Original Articles and all amendments thereto.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Restatement to its Amended and Restated Articles of Incorporation to be executed by its duly authorized officer on January 14, 2013.

MEDSAVE USA, INC.



Jeffrey L. Tarlowe
Chief Financial Officer