

P02000082359

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DAWSON JAMES SECURITIES, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DAWSON JAMES SECURITIES, INC.

Robert D. Keyser, Jr., being the Chief Executive Officer of Dawson James Securities, Inc., a corporation duly organized under the Business Corporation Act of the State of Florida (the "Corporation"), hereby certifies that:

1. The name of the Corporation is Dawson James Securities, Inc.
2. The Corporation's Articles of Incorporation were filed with the Florida Department of State on July 30, 2002. The Document Number for the Corporation is P02000082359.
3. The terms and provisions of these Amended and Restated Articles of Incorporation ("Restated Articles") were affirmatively approved by the sole holder of all of the issued and outstanding shares of all capital stock of the Corporation as of February 20, 2013. The number of votes cast pursuant to such consent was sufficient for approval of the Restated Articles. The Restated Articles shall be effective upon filing with the Department of State of the State of Florida.
4. Pursuant to Sections 607.1003 and 607.1007 of the Business Corporation Act of the State of Florida, the text of the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

FIRST: Name. The name of the Corporation is:

Dawson James Securities, Inc. (the "Corporation")

SECOND: Place of Business. The principal place of business and mailing address of the Corporation is 925 S. Federal Highway, Suite 600, Boca Raton, Florida 33432.

THIRD: Capitalization. The total number of shares of stock which the Corporation shall have authority to issue is two thousand (2,000). The total number of shares of common stock which the Corporation is authorized to issue is one thousand (1,000), par value \$5.001 per share. The total number of shares of preferred stock which the Corporation is authorized to issue is one thousand (1,000), par value \$5.001 per share (the "Preferred Stock"). The directors of the Corporation (the "Board of Directors") shall, by resolution, fix the powers, designations, preferences, rights and qualifications, limitations and restrictions of any class or series of the Preferred Stock. Series of Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

FOURTH: Directors. (a) The number of members of the Board of Directors of the Corporation shall be not less than that number prescribed in the By-Laws of the Corporation. This number may be reduced or enlarged pursuant to the By-Laws of the Corporation. The Board of Directors is authorized to make, alter or repeal the By-Laws of the Corporation, provided that no amendment to the By-Laws shall have the effect of shortening the term of any incumbent director. Election of the members of the Board of Directors need not be by written ballot.

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(b) The members of the Board of Directors shall be elected at the annual meeting of shareholders or, if not so elected, at a special meeting of shareholders called for that purpose and each director shall hold office until the next annual meeting of shareholders and until his successor is elected and qualified.

**FIFTH: Registered Office and Registered Agent.** The address of the Corporation's registered office in the State of Florida is 925 S. Federal Highway, Suite 600, Boca Raton, Florida 33432. The name of the registered agent of the Corporation at such address is Donald Shek.

**SIXTH: Purpose.** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**SEVENTH: Duration.** The duration of the Corporation shall be perpetual.

**EIGHTH: Limitation on Director Liability.** The Corporation shall, to the fullest extent permitted by the laws of the State of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, have the power to indemnify any and all directors, officers and agents of the Corporation.

**NINTH: Affiliated Transactions.** This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**TENTH: Control Share Acquisitions.** This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Signed on February 20, 2013

  
Robert G. Keyser, Jr., Chief Executive Officer

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Restated Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Donald Shek

Date: February 20, 2013

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