

PO6000144202

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.

((1114000054506 3)))



H140000545063A0CZ

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) 617-6300

From: Account Name : HILL WARD HENDERSON
Account Number : 072100000520
Phone : (817) 321-3900
Fax Number : (817) 321-2900

**Enter the email address for this out going entity to be used for annual report mailings. Enter only one email address please.
Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ARGUS DENTAL & VISION, INC.

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

RECEIVED

14 MAR -6 AM 8:17

Division of Corporations
Florida Department of State

FILED
2014 MAR -6 PM 1:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Electronic Filing Menu

Corporate Filing Menu

Help

DR
3/7/14
3/5/2014

(((1114000054506 3)))

FILED

2014 MAR -6 PM 1:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARGUS DENTAL & VISION, INC.

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

Argus Dental & Vision, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"),

DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of this corporation is Argus Dental & Vision, Inc.
2. These Second Amended and Restated Articles of Incorporation contain amendments to the corporation's Articles of Incorporation, as originally filed on November 16, 2006, as amended and restated on May 7, 2010, and as further amended on August 8, 2013, requiring shareholder approval.
3. These Second Amended and Restated Articles of Incorporation were duly adopted and approved by the Board of Directors and the shareholders of the corporation pursuant to Sections 607.0704 and 607.0821 of the Act pursuant to actions by unanimous written consent of the directors and the shareholders of the corporation, dated as of March 5, 2014.
4. The number of votes cast for these Amended and Restated Articles of Incorporation by the shareholders of the corporation was sufficient for approval. The holders of the Series A Participating Preferred Stock of the corporation, as a voting group, and the holders of the Common Stock of the corporation, as a voting group, were entitled to vote separately on these Second Amended and Restated Articles of Incorporation. The number of votes cast for these Second Amended and Restated Articles of Incorporation by the shareholders of the corporation in each such voting group was sufficient for approval by that voting group.
5. The corporation's Articles of Incorporation, as amended prior to the date hereof, are amended and restated in their entirety and replaced with the following:

FIRST: The name of this corporation is Argus Dental & Vision, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Florida is 4010 W State Street, in the City of Tampa, County of Hillsborough. The name of its registered agent at such address is Nicholas M. Kavouklis, DMD.

THIRD: The total number of shares of capital stock that the Corporation shall have authority to issue is sixty-seven million (67,000,000) shares of Common Stock, no par value (the "Common Stock").

Effective immediately upon the date and time of filing (the "Effective Time") of these Second Amended and Restated Articles of Incorporation, each share of the Series A Participating Preferred Stock, no par value, of the Corporation (the "Series A Participating Preferred Stock") that is issued and outstanding shall, automatically and without any further action on the part of the Corporation or the respective holders thereof, be reclassified as and

(((1114000054506 3)))

(((1114000054506 3)))

converted into one (1) validly issued, fully paid and non-assessable share of Common Stock (the "**Recapitalization**"). From and after the Effective Time, as a result of the Recapitalization, (1) the Series A Participating Preferred Stock shall be deemed cancelled and shall no longer be authorized, issued or outstanding, and (2) each certificate that prior to the Effective Time represented shares of Series A Participating Preferred Stock shall thereafter represent that number of shares of Common Stock into which the shares of Series A Participating Preferred Stock represented by such certificate shall have been reclassified and converted, regardless of whether such certificate is surrendered to the Corporation to be exchanged for certificates representing Common Stock.

FOURTH: Subject to any additional vote required by these Second Amended and Restated Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation (the "**Board**") is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

FIFTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any other law of the State of Florida is amended after approval by the shareholders of this Article FIFTH to authorize corporate action further eliminating or limiting 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 or such other law as so amended. Any repeal or modification of the foregoing provisions of this Article FIFTH by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

SIXTH: The following indemnification provisions shall apply to the persons enumerated below:

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (each an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article SIXTH, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

(((1114000054506 3)))

((1114000054506 3)))

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article SIXTH or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article SIXTH is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article SIXTH shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, any provision of these Second Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any agreement, vote of shareholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

((1114000054506 3)))

((1114000054506 3)))

8. Insurance. The Board may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article SIXTH; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article SIXTH.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article SIXTH shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

* * *

[Signature Page Follows]

((1114000054506 3)))

((111-4000054506 3)))

IN WITNESS WHEREOF, the undersigned hereby certifies that these Second Amended and Restated Articles of Incorporation were duly adopted by the directors and shareholders of the Corporation.

ARGUS DENTAL & VISION, INC.,
a Florida corporation

By: 

Name: Nicholas M. Kavouklis, DMD
Title: President

[Signature Page to Second Amended and Restated Articles of Incorporation]

((111-4000054506 3)))

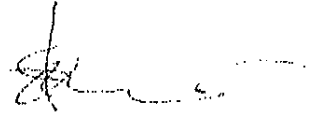
((H14000054506 3)))

ARGUS DENTAL & VISION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

NICHOLAS M. KAVOUKLIS, DMD, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Second Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 5th day of March, 2014.



NICHOLAS M. KAVOUKLIS, DMD