

MAY 19 2015 TUE 02:53 PM

FAX NO.

P. 01

Division of Corporations

Page 1 of 2

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.

S. Johnson
21480-1

((H15000121602 3)))



H150001216023ABCS

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 : BERGER SINGERMAN LLP, FT. LAUDERDALE
Account Number : I20020000154
Phone : (954) 525-9900
Fax Number : (954) 523-2872

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

Email Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAY 19 AM 9:06

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HEALTHCARE SUPPLY SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Amended / CC
Restarted
@ 5/20/15

RECEIVED

15 MAY 19 PM 3:27

RECEIVED
DIVISION OF CORPORATIONS
MAY 19 2015

MAY-19-2015 TUE 02:53 PM

FAX NO.

H150001216023

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAY 19 AM 9:06
P. 02

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEALTHCARE SUPPLY SOLUTIONS, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the undersigned officer of Healthcare Supply Solutions, Inc., a Florida corporation (the "Corporation") certifies that:

1. The name of the Corporation is Healthcare Supply Solutions, Inc.
2. The Corporation's articles of incorporation (the "Articles of Incorporation") were filed with the Florida Secretary of State on January 24, 2008 under Document No. P08000008728, and have not been previously amended.
3. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders by written consent on May 18, 2015, pursuant to Florida Statute Section 607.0704. The number of shares consenting to these Amended and Restated Articles of Incorporation in each voting group were sufficient for approval by the shareholders.
4. Effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State, the text of the Articles of Incorporation of the Corporation is amended and restated to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is Healthcare Supply Solutions, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 13949 Alvarez Road, Suite 100, Jacksonville, Florida 32218.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
DURATION**

The Corporation shall continue as a separate entity, independent of its shareholders, for all purposes, for a period that shall be perpetual or until dissolved in accordance with the

H150001216023

H150001216023

provisions of the Florida Business Corporation Act. On dissolution of the Corporation, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, subject to any preferential rights thereof, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE V CAPITAL STOCK

The total number of shares of capital stock which the Corporation is authorized to issue is three million (3,000,000), consisting of one million (1,000,000) shares of Class A Voting Common Stock, par value \$1.00 per share ("Class A Common Stock"), and two million (2,000,000) shares of Class B Common Stock, par value \$.001 per share ("Class B Common Stock").

To the full extent allowed by law, the holder(s) of the Class A Common Stock shall exclusively possess all of the voting and consensual rights available to shareholders of the Corporation, including, but not limited to, the exclusive right to elect directors of the Corporation and to vote upon (or give consents with respect to) any matter properly coming before the shareholders of the Corporation for ratification or approval. Except as otherwise required by law, the holder(s) of Class B Common Stock shall not have any right to vote or grant consents with respect to any matter coming before the shareholders of the Company for ratification or approval, including, without limitation, with respect to the election of directors of the Corporation. Except with respect to voting and consensual rights as set forth herein, the Class A Common Stock and the Class B Common Stock shall be identical with respect to rights and dividends, liquidating distributions, and otherwise.

The holder(s) of Class A Common Stock of the Corporation shall be entitled to one (1) vote on each matter submitted to a vote of shareholders for each share of stock held of record by such holder.

The shareholders of the Corporation may make such agreements among them as are not prohibited by the FBCA or these Amended and Restated Articles of Incorporation, and such agreements shall be given full force and effect.

ARTICLE VI INDEMNIFICATION

The directors, officers, and employees of the Corporation shall be indemnified against liability by the Corporation, for actions taken or failed to be taken in their capacities as directors, officers, or employees of the Corporation, to the fullest extent permitted by the FBCA and the Bylaws of the Corporation.

H150001216023

#150001216023

**ARTICLE VII
AFFILIATED TRANSACTIONS**

The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

**ARTICLE VIII
REGISTERED AGENT**

The Registered Agent of this Corporation is Tony Egizi, having an address at 2890 W. State Road 84, Suite 104, Fort Lauderdale, Florida 33312.

The written acceptance of the registered agent, as required in Section 607.0501(3) of the FBCA, is attached hereto.

[Signature on Following Page]

#150001216023

MAY-19-2015 TUE 02:54 PM

FAX NO.

P. 05

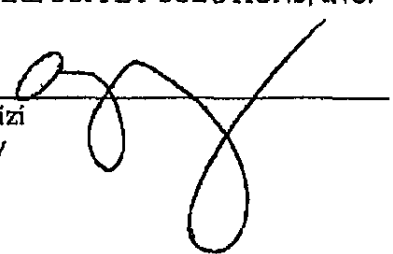
H150001216023

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed this 18th day of May, 2015.

HEALTHCARE SUPPLY SOLUTIONS, INC.

By: _____

Tony Egizi
Secretary

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned over a solid horizontal line.

H150001216023

MAY-19-2015 TUE 02:54 PM

FAX NO.

P. 06

H150001216023

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of the Corporation, and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process, I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Dated: May 18, 2015

TONY EGIZI

By: 

Name: Tony Egizi
Registered Agent

H150001216023