

P110000038111

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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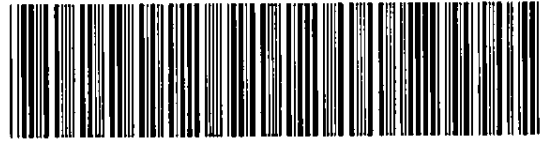
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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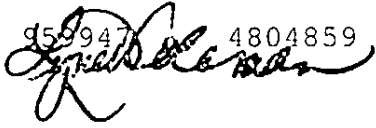
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FLORIDA STATE
TALLAHASSEE, FLORIDA

RECEIVED

2025 FEB -5 PM 3:22

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 959947 4804859
AUTHORIZATION : 
COST LIMIT : \$ 35.0 FEES APPROVED

ORDER DATE : February 4, 2025
ORDER TIME : 11:17 AM
ORDER NO. : 959947-005
CUSTOMER NO: 4804859

DOMESTIC AMENDMENT FILING

NAME: TRADE-PMR GROUP, INC.

EFFECTIVE DATE:

____ ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
ZZ _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Shauna Godbolt -- EXT#

EXAMINER'S INITIALS: _____

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2025 FEB -5 PM 4: 35

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF CONVERSION

OF

TRADE-PMR GROUP, INC.
(a Florida corporation)

INTO

TRADE-PMR GROUP, INC.
(a Delaware corporation)

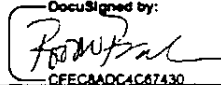
**PURSUANT TO SECTION 607.11933 OF
THE FLORIDA BUSINESS CORPORATION ACT**

Trade-PMR Group, Inc., a Florida corporation (the "Corporation"), does hereby certify:

1. The name of the Florida profit corporation converting into the converted (resulting) business entity is Trade-PMR Group, Inc.
2. The name of the converted (resulting) business entity is Trade-PMR Group, Inc.
3. The converted (resulting) entity is a corporation incorporated under the laws of the State of Delaware.
4. The Corporation has converted into a Delaware corporation in compliance with the Florida Business Corporation Act (Chapter 607, Florida Statutes).
5. The plan of conversion was approved by the Corporation in accordance with the Florida Business Corporation Act (Chapter 607, Florida Statutes).
6. The Certificate of Incorporation of the Delaware corporation that is the converted (resulting) entity of this conversion is attached as Exhibit A.
7. Pursuant to Section 607.11933(4)(6) of the Florida Business Corporation Act, the conversion becomes effective at the later of (i) the date and time provided by the Delaware General Corporation Law or (ii) when these articles of conversion take effect.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Corporation, has executed these Articles of Conversion on February 4, 2025.

TRADE-PMR GROUP, INC.

By: 
 DocuSigned by:
 CFECAA0C4CA7430
 Name: Robb W. Baldwin
 Title: President & Chief Executive Officer

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CLERK OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
Certificate of Incorporation of
Trade-PMR Group, Inc., a Delaware corporation

CERTIFICATE OF INCORPORATION

OF

TRADE-PMR GROUP, INC.

In order to form a corporation under and pursuant to the provisions of the Delaware General Corporation Law, the undersigned does hereby certify as follows:

FIRST: The name of the corporation is Trade-PMR Group, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 251 Little Falls Drive, City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock that the Corporation is authorized to have outstanding is 1,000 Class A Voting Shares (the "Class A Shares") and 19,000 Class B Nonvoting Shares (the "Class B Shares"), par value \$0.001 per share. The Class A Shares and Class B Shares shall have identical rights and privileges except that the Class B Shares do not entitle the holder to have the right to vote such Class B Share on any matter unless specifically required by law.

FIFTH: The name and mailing address of the incorporator are:

Robb W. Baldwin
c/o Trade-PMR Group, Inc.
2511 NW 41st Street
Gainesville, FL 32606

SIXTH: The number of directors constituting the Board of Directors is two (2).

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the corporation, and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued.

or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provision of this Article EIGHTH by the stockholders 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 occurring prior to, such repeal or modification.

NINTH: The corporation shall indemnify all persons who may serve, or who have served at any time, as directors or officers, or who at the request of the Board of Directors of the corporation may serve, or at any time have served, as directors or officers of another corporation in which the corporation at some time owned, or may own, shares of stock or which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director, officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own gross negligence or misconduct in the performance of his duty. Expenses of each person in indemnified hereunder incurred in defending a civil, criminal, administrative or the investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or otherwise.

TENTH: The stated capital of the corporation may be reduced by the Board of Directors, without the assent of the stockholders.

ELEVENTH: The provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation of Trade-PMR Group, Inc. on February 4, 2025.

Robb W. Baldwin, Sole Incorporator