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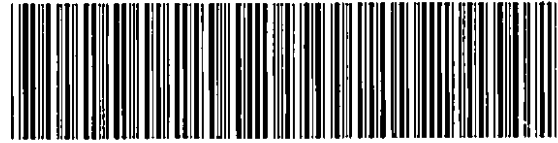
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Date: 04/11/2023

Name: Jennifer Bialowas

Reference #: 1960409

Entity Name: 3B MEDICAL, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion


☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other Upon filing please provide a certified copy

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Signature: 

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
3B MEDICAL, INC.

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned, on behalf of 3B Medical, Inc., a Florida corporation (the "Corporation") incorporated on December 27, 2011, and having Florida File Number P11000108422, hereby adopts and files these Amended and Restated Articles of Incorporation (these "Restated Articles of Incorporation").

1. Name of the Corporation. The name of the corporation is 3B Medical, Inc..
2. Restated Articles of Incorporation. The text of the Restated Articles of Incorporation of the Corporation is attached hereto as **Exhibit A** (the "Restated Articles").
3. Article Consolidation. These Restated Articles of Incorporation consolidate all amendments into a single document.
4. Required Adoption Information. These Restated Articles of Incorporation were adopted unanimously by the sole shareholder of the Corporation. The number of votes cast for these Restated Articles of Incorporation by the shareholder were sufficient for approval.
5. Effective Date. The effective date of these Restated Articles of Incorporation shall be the date that these Restated Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

*[Signature page follows]*

I submit these Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Signed on this 27th day of March, 2023.

3B MEDICAL, INC.

DocuSigned by:  
By: Jack Fiedor  
Name: Jack Fiedor  
Title: Secretary and CFO

**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

See attached.

## **ARTICLE I: NAME**

The name of the corporation is 3B Medical, Inc.

## **ARTICLE II: PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is 5101 Fruitville Rd., Suite 200, Sarasota, FL 34232.

## **ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Act as it now exists or may hereafter be amended or supplemented.

## **ARTICLE IV: SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 5,000, all of which shall be common stock with a par value of \$.01 per share.

## **ARTICLE V: DIRECTORS AND OFFICERS**

The number of members of the board of directors of the Corporation (the "Board") shall be set forth in the Corporation's bylaws (as may be amended from time to time) (the "Bylaws"). and such number may be increased or decreased from time to time in accordance with the terms of the Corporation's Bylaws, but shall never be less than one. The officers of the Corporation shall be appointed by the Board of the Corporation in accordance with the terms of the Bylaws. The Board has the power to adopt, amend or repeal the Bylaws. Each director of the Corporation shall be entitled to cast one (1) vote on any matter subject to determination by the Board, provided that the OEP Director (as defined in the Bylaws) shall be entitled to cast two (2) votes on any matter subject to determination by the Board.

## **ARTICLE VI: REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at that office is Corporation Service Company.

## **ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered 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, and whether formal or informal, by reason of the fact that they, or a person for whom they are 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, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Unless otherwise prohibited by the Act, and except as otherwise provided in the previous sentence, the Board shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made or threatened to be made, a party to any action, suit or proceeding by reason of the fact that

such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction. Any amendment, repeal, or modification of this Article 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.