

1/6/2021

Division of Corporations

Florida Department of State

Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PRICEMDS.COM INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRICEMDS.COM INC.**

1. The name of the Corporation is PRICEMDS.COM INC. (the "Corporation").
2. The Corporation was initially incorporated by filing its Articles of Incorporation (the "Articles") with the Florida Secretary of State on May 15, 2013 under Document Number P13000043448.
3. These Amended and Restated Articles of Incorporation have been duly adopted and approved by the written consent of the sole director of the Corporation dated as of January 6, 2021, 2020, in accordance with the applicable provisions of the Florida Business Corporation Act.
4. The Corporation's Articles are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is PRICEMDS.COM INC. (the "Corporation").

**ARTICLE II
PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 720 Brooker Creek Boulevard, Suite 221, Oldsmar, FL 34677.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE IV
DURATION**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue 100,000,000 common shares, par value \$0.01 per share. The voting powers of the Corporation shall be vested in the common stock above designated.

**ARTICLE VI
NUMBER OF DIRECTORS**

The Board of Directors of the Corporation (the "Board") shall consist of at least one (1) director. The number of directors of the Corporation may be changed at any time in accordance with the Bylaws of

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the Corporation (as the same may be amended, restated, supplemented, or otherwise modified from time to time, the "Bylaws").

ARTICLE VII EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board.

ARTICLE VIII DIRECTORS

The following person is hereby appointed to serve as a member of the Board until his respective successor is duly appointed and qualified or until his death, resignation or removal, pursuant to the provisions of Section 607.0808, Florida Statutes and the provisions of the Bylaws:

<u>Name of Director</u>	<u>Address</u>
Marc Grossman, M.D.	720 Brooker Creek Boulevard, Suite 221 Oldsmar, FL 34677

ARTICLE IX OFFICERS

The following person is hereby appointed to serve as an officer of the Corporation, in the office set forth next to his name, until his successor is duly appointed and qualified or until his death, resignation or removal:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Marc Grossman M.D.	Chief Executive Officer	720 Brooker Creek Boulevard Suite 221 Oldsmar, FL 34677

ARTICLE X REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 720 Brooker Creek Boulevard, Suite 221, Oldsmar, FL 34677, and the name of its registered agent at such address is PRICEMDS.COM INC.

ARTICLE XI INDEMNIFICATION

A director or officer 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 or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his



conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

[SIGNATURE ON NEXT PAGE]

A handwritten signature in black ink, appearing to be 'MC' or similar, located at the bottom right of the page.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on January 6, 2021.

PRICEMDS.COM INC.

By: 

Name: Marc Grossman, M.D.

Title: Chief Executive Officer