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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MEDICAL PAY REVIEW, INC.**

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MEDICAL PAY REVIEW, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Medical Pay Review, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

**FIRST:** The Corporation is named Medical Pay Review, Inc. and was originally incorporated in the State of Florida on July 11, 2013, and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

**SECOND:** These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the holders of each class of capital stock of the Corporation pursuant to a written consent in lieu of a meeting dated September 22, 2015, and the votes cast for the amendment by the holders of each such class of capital stock were sufficient for approval.

**ARTICLE ONE**

**NAME OF CORPORATION**

The name of the Corporation is: Medical Pay Review, Inc.

**ARTICLE TWO**

**PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation is located at 600 S. Magnolia Avenue, Suite 360, Tampa, FL 33606.

**ARTICLE THREE**

**CAPITAL STOCK**

**A. Classes of Stock.** The total number of shares of all classes of capital stock authorized to be issued is (i) 75,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 25,000,000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), of which 3,800,000 shares shall be designated the Series A Convertible Preferred Stock (the "Series A Stock"). The rights, preferences, privileges and restrictions applicable to the capital stock of the Corporation are set forth below in this Article Three.

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**B. Common Stock.** Subject to all of the rights of the Preferred Stock as expressly provided herein by law or by the Board of Directors pursuant to this Article Three, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and

(c) upon the voluntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interest but subject to certain restrictions and preferences set forth herein.

**C. Designations.** The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The descriptions of shares of Series A Stock are as set forth in Section D of this Article Three. The description of shares of each other series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to the issuance of such Preferred Stock, prior to the issuance of any shares of such series.

Subject to the limitations and provisions set forth in these Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock (other than the Series A Stock) and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without shareholder action: (i) to increase or decrease the number of shares included in each series of Preferred Stock (other than the Series A Stock), or (ii) to establish in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, and subject to the limitations and provisions set forth in these Amended and Restated Articles of Incorporation, the Board of Directors shall not be authorized to change the right of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. Without limiting the generality of the foregoing, the authority of the Board of Directors with respect to each series of Preferred Stock (other than the Series A Stock) shall include, but not be limited to, establishment of the following:

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(i) the number of shares constituting that series and the distinctive designation of that series;

(ii) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(iii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iv) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(v) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(vi) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(vii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(viii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

In accordance with Section 607.0602 of the FBCA, the Board of Directors shall determine all of the preferences, limitations, and relative rights for each series of Preferred Stock before the issuance of any shares of that series. The shares of Preferred Stock of any one series shall be identical with each other in such series in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

**D. Rights, Preferences, and Restrictions of the Series A Stock.**

**1. Dividends.**

**a. Series A Stock Dividends.**

(i) Except as otherwise provided in these Amended and Restated Articles of Incorporation, the holders of the Series A Stock shall be entitled to receive dividends (the "Series A Dividends") prior to and in preference to dividends paid on the Series A Junior Securities (as defined below) in an amount equal to a rate of two and a half percent (2.5%) per annum. Such dividends shall be cumulative on a simple basis and accrue daily, whether or not declared by the Board of Directors and whether or not there are profits, surplus, or other legally available funds to pay them, provided, however, except as set forth in Section D(1)(a)(iii), that such dividends shall be payable only when, as, and if declared by

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the Board of Directors or as otherwise specified herein. The base amount on which the Corporation pays the Series A Dividends (initially \$0.79 per share) will be adjusted as follows: If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Series A Stock into a greater number of shares, the amount in effect immediately before the subdivision will be proportionately reduced, and conversely, if the outstanding shares of Series A Stock are combined into a smaller number of shares, the amount in effect immediately before the combination will be proportionately increased.

(ii) In the event dividends are paid on any share of Common Stock, an additional dividend shall be paid with respect to all outstanding shares of Series A Stock in an amount equal per share (on an as-if converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock.

(iii) The Corporation shall pay accrued but unpaid Series A Dividends to the electing holders of Series A Stock on the earlier of the following events: (1) a Conversion Time, but only as to shares converted, or Mandatory Conversion Time (as such terms are defined below), or (2) a liquidation, dissolution or winding up of the Corporation's affairs (voluntary or involuntary) (a "Liquidation Event") or Deemed Liquidation Event (as defined below). If a Series A Dividend cannot be paid in full, the Corporation shall pay dividends to the maximum possible extent to the holders of the Series A Stock, ratably based on the respective amounts of Series A Dividends otherwise payable to them. To the extent that a Series A Dividend is due but unpaid, payment of the Series A Dividend shall occur as soon as and when funds are legally available.

2. Ranking; Liquidation Preference.

a. Ranking. The Series A Stock ranks senior to every other class or series of the Common Stock and each other class and series of the Preferred Stock, other than any class or series of Preferred Stock newly designated and for which approval is secured from the holders of a majority of Series A Stock (all junior ranking securities, collectively, the "Series A Junior Securities").

b. Initial Preferential Amount to Series A Stock. In the event of any Liquidation Event or Deemed Liquidation Event, after paying or providing for payment of the Corporation's debts and other liabilities, the holders of the Series A Stock shall be entitled to receive, prior and in preference to any payment or distribution to the holders of any Series A Junior Securities, a cash amount per share of Series A Stock held by them equal to the Series A Liquidation Price (as defined below) (the "Series A Liquidation Preference"). If upon the occurrence of a Liquidation Event or Deemed Liquidation Event, the assets of the Corporation shall be insufficient to permit the full payment of the Series A Liquidation Price and any class or series of stock ranking on liquidation on a parity with the Series A Stock, if any, then the entire assets of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Stock and any class or series of stock ranking on liquidation on a parity with the Series A Stock, if any, in proportion to the respective amounts which would otherwise be payable in

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respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

c. Liquidation Price. The "Series A Liquidation Price" shall be an amount per share equal to the greater of (i) the sum of: (A) \$0.79 (as adjusted in subsection (e) below) (the "Original Series A Issue Price") and (B) an amount equal to accrued but unpaid Series A Dividends on each such share, and (ii) such amount per share as would have been payable had all shares of Series A Stock been converted into Common Stock pursuant to Section 4 immediately prior to such Liquidation Event or Deemed Liquidation Event, provided, however, that notwithstanding anything to the contrary herein, in the event that the net proceeds, after paying or providing for payment of the Corporation's debts and other liabilities, to the Corporation or the shareholders of the Corporation, as applicable, from a Deemed Liquidation Event, is less than \$3,500,000, the Series A Liquidation Preference each holder of Series A Stock will be entitled to shall be reduced by multiplying the Series A Liquidation Preference by eighty-five percent (85%).

d. Distribution of Remaining Assets. Immediately following a Liquidation Event or Deemed Liquidation Event and the completion of the distributions required by Section D(2)(b), the entire remaining assets of the Corporation legally available for distribution, shall be distributed ratably among the holders of the Common Stock pro rata based on the number of shares of Common Stock such holder owns.

e. Adjustment to Liquidation Price and Payment. If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Series A Stock into a greater number of shares, the Original Series A Issue Price set forth in Section D(2)(c) above in effect immediately before the subdivision (initially \$0.79) for each of the Original Series A Issue Price) will be proportionately reduced, and conversely, if the outstanding shares of Series A Stock are combined into a smaller number of shares, the Original Series A Issue Price set forth in Section D(2)(c) in effect immediately before the combination will be proportionately increased.

f. Deemed Liquidation. A Deemed Liquidation Event shall occur upon (each, a "Deemed Liquidation Event") (i) a merger, consolidation or share exchange (other than one in which the shareholders of the Corporation own a majority by voting power of the outstanding shares of the surviving or acquiring corporation or, if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger, consolidation or share exchange, the parent corporation of such surviving or acquiring corporation) or (ii) a sale, lease, transfer, exclusive license or other disposition of all or substantially all of the assets of the Corporation or any subsidiary of the Corporation, the assets of which constitute all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole. The Corporation shall pay the Series A Liquidation Price to holders of the Series A Stock upon the closing of a Liquidation Event or a Deemed Liquidation Event. The Corporation shall notify the holders of Series A Stock in writing (the "Liquidation Event Notice") not later than ten (10) days before the effective date of the Liquidation Event or the Deemed Liquidation Event of the effective date of such event and the amount per

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share and character of such exchange applicable to the Series A Stock and the Common Stock.

g. Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Section D(2)(f), if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the "Additional Consideration"), the applicable agreement governing such transaction shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the "Initial Consideration") shall be allocated among the holders of capital stock of the Corporation in accordance with Section D(2) as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Section D(2) after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Section D(2)(g), consideration placed into escrow or retained as holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

h. Non-Cash Distribution. If any of the assets of the Corporation are to be distributed to shareholders other than in cash under this Section D(2) or for any purpose, then the Board of Directors of the Corporation shall determine in good faith the value of such property, rights or securities.

3. Voting Rights.

a. General. Except as set forth in these Amended and Restated Articles of Incorporation, or as otherwise required by law, the holder of each share of Series A Stock shall have the right to one vote for each share of Common Stock into which such Series A Stock could be converted at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, and shall otherwise have voting rights and powers equal to the voting rights and powers of the Common Stock. Except as otherwise required by law or as set forth in these Amended and Restated Articles of Incorporation, the holders of the Series A Stock and the Common Stock shall vote together as a single class. In cases in which the holders of the Series A Stock are entitled to approve a matter or vote separately as a class, each holder will be entitled to one vote for each of its shares and the vote of a majority of the outstanding shares of Series A Stock will constitute the action of that class.

b. Notice. Each holder of a share of the Series A Stock shall be entitled to the same prior notice of any shareholders' meeting as provided to the holders of Common Stock in accordance with the Bylaws of the Corporation and shall vote with holders of the Common Stock and Preferred Stock upon any matter submitted to a vote of shareholders, except those matters required by law or by the terms hereof to be submitted to a class vote of the holders of the Series A Stock.

c. Events Requiring Approval. Provided that at least fifty percent (50%) of the shares of Series A Stock issued and outstanding as of March 31, 2016 are outstanding, approval of the following actions or matters by the Corporation shall require approval, by affirmative vote or written consent, of holders of at least fifty-one percent (51%) of the outstanding Series A Stock, voting separately as a class:

i. Creation or authorization of the creation of or issuance of any additional security convertible into or exercisable for any equity security, having rights, preferences or privileges senior to or on parity with the Series A Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation or the payment of dividends; or

ii. Increase in the authorized number of shares of Series A Stock.

4. Optional Conversion. The holders of the Series A Stock have conversion rights as follows (the "Conversion Rights"):

a. Right to Convert. Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Original Series A Issue Price by the Conversion Price (as defined below) in effect at the time of conversion. The "Conversion Price" shall initially be equal to \$0.79. Such initial Conversion Price, and the rate at which shares of Series A Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below in Section D(4)(c). In the event of any Liquidation Event or Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the effective date of the Liquidation Event or Deemed Liquidation Event.

b. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Series A Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

c. Mechanics of Conversion.

i. Notice of Conversion. Before any holder of Series A Stock shall be entitled to convert such shares into shares of Common Stock and receive certificates therefor, such holder shall surrender during normal business hours the certificate or certificates therefor, duly endorsed or accompanied by a written instrument of transfer, in form satisfactory to the Corporation, (or if such



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registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) at the office of the Corporation or of any transfer agent for the Series A Stock and shall give written notice to the Corporation at such office stating the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued, if different from the name shown on the books and records of the Corporation and the number of Series A Stock that it elects to convert. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Stock (or lost certificate affidavit and agreement) and delivery of the notice described above (the "Conversion Time"), and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on the Conversion Time. The Corporation shall, as soon as practicable after the Conversion Time, and in no event later than thirty (30) days after the delivery of the Series A Stock, issue and deliver at such office to such holder of Series A Stock or to the nominee or nominees of such holder as provided in such notice, a certificate or certificates for the number of shares of Common Stock to which it shall be entitled (and any shares of Series A Stock that were not converted), together with cash in lieu of any fraction of a share.

ii. Effect of Conversion. All rights with respect to the Series A Stock converted pursuant to this Section D(4), including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Conversion Time (notwithstanding the failure of the holder(s) thereof to surrender any certificate(s) at or prior to such time), except only the rights of the holder(s) thereof, upon surrender of any certificate(s) of such holder(s) (or lost certificate affidavit and agreement) therefor, to receive shares of Common Stock in exchange therefor, to receive payment in lieu of any fraction of share and to receive payment of any Series A Dividends, together with any other dividends declared but unpaid thereon.

d. Reservation of Stock Issuable upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized and unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Stock.

e. Anti-Dilution Adjustments.

i. For purposes of this Section D(4)(e), the following definitions shall apply:

(1) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or deemed to be issued) by the Corporation after the Series A Original Issue Date, other than:

(a) shares of Common Stock issued upon conversion of the Series A Stock;

(b) shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on Series A Stock;

(c) shares of Common Stock issued pursuant to a stock dividend, split or other similar transaction;

(d) shares of Common Stock or Options issued to employees, consultants or directors (including, without limitation, any such shares or options granted prior to the date these Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State) pursuant to any plan or award approved by the Board of Directors;

(e) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options or shares of Common Stock actually issued upon the conversion or exchange of Convertible Securities, in each case provided such issuance is pursuant to the terms of such Option or Convertible Security;

(f) shares of Common Stock, Options or Convertible Securities issued in connection with sponsored research, collaboration, technology license, development, marketing or other similar agreements or strategic partnerships approved by the Board of Directors.

(g) shares of Common Stock, Options or Convertible Securities issued to banks, equipment lessors or other financial institutions pursuant to or in connection with commercial credit arrangements, equipment lease financings or similar transactions approved by the Board of Directors (collectively, the shares in clauses (a)-(g) are referred to as "Exempted Securities").

(2) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Series A Stock outstanding on the Series A Original Issue Date) or other securities directly or indirectly

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convertible into or exchangeable for Common Stock, but excluding Options.

(3) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(4) "Series A Original Issue Date" shall mean the date on which the first share of Series A Stock was issued.

ii. No Adjustment of Conversion Price. No adjustment in the applicable Conversion Price of the Series A Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the applicable Conversion Price of the Series A Stock in effect on the date of and immediately prior to such issue or if the Corporation receives written notice from the holders of at least fifty-one percent (51%) of the then outstanding shares of Series A Stock agreeing that no such adjustment shall be made as the result of the issuance or deemed issuance of such Additional Shares of Common Stock.

iii. Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the Series A Original Issue Date shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves Exempted Securities) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number that would result in an adjustment pursuant to clause (2) below) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities or the exercise of such Options therefor, shall be deemed to be Additional Shares of Common Stock issued as of the time of the issue of such Options or Convertible Securities or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Section D(4)(e)(v) hereof) of such Additional Shares of Common Stock would be less than the applicable Conversion Price of the Series A Stock in effect on the date of and immediately prior to such issue, or such record date, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) No further adjustment in the applicable Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

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(2) If such Options or Convertible Securities by their terms provide for any increase or decrease in the consideration payable to the Corporation, or increase or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(3) Upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the applicable Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(a) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

(b) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) No readjustment pursuant to clause 2 or 3 above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (a) the applicable Conversion Price on the Adjustment Date (as defined below) immediately prior to the adjustment

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having been made, or (b) the applicable Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of Common Stock as a result of such Option or Convertible Security) between the Adjustment Date and such readjustment date; and

(5) In the case of any Options which expire by their terms not more than thirty (30) days after the date of issue thereof, no adjustment of the applicable Conversion Price shall be made until the earlier of the conversion of any shares of Preferred Stock or the expiration or exercise of all such Options, whereupon such adjustment shall be made in the manner provided in clause (3) above.

iv. Adjustment of Conversion Price of Series A Stock Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Series A Original Issue Date issue Additional Shares of Common Stock, without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to such issue, then the Conversion Price shall be adjusted (and the time of adjustment shall be referred to herein as the "Adjustment Date"), concurrently with such issue, to a price (calculated to the nearest one-hundredth (1/100) of a cent) determined in accordance with the following formula:

$$CP_2 = CP_1 * (A + B) \div (A + C)$$

For purposes of the foregoing formula, the following definitions shall apply:

- (1) "CP<sub>2</sub>" shall mean the Conversion Price in effect immediately after such issue of Additional Shares of Common Stock;
- (2) "CP<sub>1</sub>" shall mean the Conversion Price in effect immediately prior to such issue of Additional Shares of Common Stock;
- (3) "A" shall mean the number of shares of Common Stock outstanding immediately prior to such issue of Additional Shares of Common Stock (treating for this purpose as outstanding all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issue or upon conversion or exchange of Convertible Securities (including the Series A Stock) outstanding (assuming exercise of any outstanding Options therefor) immediately prior to such issue);
- (4) "B" shall mean the number of shares of Common Stock that would have been issued if such Additional Shares of Common Stock had been issued at a price per share equal to CP<sub>1</sub> (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP<sub>1</sub>); and
- (5) "C" shall mean the number of such Additional Shares of Common Stock issued in such transaction.

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v. Determination of Consideration. For purposes of this Section D(4), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property. Except as provided in clause (2) below, such consideration shall:

(a) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(b) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; provided, however, that no value shall be attributed to any services performed by any employee, officer or director of the Corporation; and

(c) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received with respect to such Additional Shares of Common Stock, computed as provided in clauses (1)(a) and (1)(b) above, as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section D(4)(e)(iii), relating to Options and Convertible Securities, shall be determined by dividing:

(a) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities payable to the Corporation, upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(b) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the

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exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

vi. Adjustments for Stock Dividends, Subdivisions, Combinations or Consolidations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock dividends, splits or otherwise) into a greater number of shares of Common Stock, the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

vii. Adjustments for Other Distributions. In the event the Corporation at any time or from time to time makes, or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities or assets of the Corporation other than shares of Common Stock, in each such event provision shall be made so that the holders of Series A Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities or other assets of the Corporation which they would have received had their Series A Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities or assets receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section D(4) with respect to the rights of the holders of the Series A Stock; provided, however, that no such provision shall be made if the holders of Series A stock receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other assets in an amount equal to the amount of such securities or other assets as they would have received if all outstanding shares of Series A Stock had been converted into Common Stock on the date of such event.

viii. Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then and in each such event the holder of each share of Series A Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization or reclassification or other change by holders of the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Stock immediately before that change, all subject to further adjustment as provided herein.

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ix. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price pursuant to Section D(4), the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Stock a certificate setting forth a brief statement of the facts requiring the adjustment, the computation of such adjustment or readjustment, and detailed facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the applicable Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Stock.

5. Mandatory Conversion.

a. Trigger Events. Each share of Series A Stock shall be converted automatically into the number of shares of Common Stock into which such Series A Stock are convertible at the then effective conversion rate calculated pursuant to Section D(4)(a), without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, in the event of: (i) the closing of a Deemed Liquidation Event with net proceeds, after paying or providing for payment of the Corporation's debts and other liabilities, to the Corporation or the Stockholders of the Corporation, as applicable, of \$3,500,000 or more, (ii) the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, with a price of two times the Original Series A Issue Price (subject to adjustments for stock dividends, splits, combinations and similar events) resulting in net proceeds, net of underwriting discounts and commissions, to the Corporation of \$3,500,000 or more (an "IPO"), or (iii) the date and time, or occurrence of an event, specified by the vote or written consent of the holders of at least 51% of the outstanding shares of Series A Stock (the time of such closing or the date and time specified or time of the event specified in such vote or written consent is referred to herein as the "Mandatory Conversion Time").

b. Procedural Requirements. Upon the occurrence of any of the events specified in Section D(5)(a) above, the outstanding shares of Series A Stock shall be converted automatically without any further action by the holders of such shares, and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; *provided, however*, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series A Stock are either delivered to the Corporation or its transfer agent as provided below (or if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate). All holders of record of shares of Series A Stock shall be sent written notice of the Mandatory Conversion Time. Such notice need not be sent

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in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, the holders of Series A Stock shall surrender the certificates representing such shares (or lost certificate affidavit and agreement) at the office of the Corporation or any transfer agent for the Series A Stock. The Corporation shall, as soon as practicable after such time, issue and deliver at such office and in such name as shown on such surrendered certificate(s) (or lost certificate affidavit and agreement), a certificate or certificates for the number of shares of Common Stock into which the shares of Series A Stock surrendered were convertible on the date on which such mandatory conversion occurred, together with cash in lieu of any fraction of a share and payment of any Series A Dividends, together with any other dividends declared but unpaid thereon. All rights with respect to the Series A Stock converted pursuant to this Section D(5), including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates of such holders (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the preceding sentence of this Section D(5).

6. **Limitations on Reissuance.** No share or shares of Series A Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired, and eliminated from the shares which the Corporation shall be authorized to issue.

#### ARTICLE FOUR

##### BOARD OF DIRECTORS

A. **Board of Directors.** The Board of Directors of the Corporation shall consist of up to four (4) directors. The Corporation shall reimburse the directors for all reasonable out-of-pocket expenses (including travel and lodging) incurred by a director in connection with serving in the position.

B. **Quorum of Board of Directors.** A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors comprising the Board of Directors.

#### ARTICLE FIVE

##### REGISTERED OFFICE

The street address of the registered office of the Corporation in the State of Florida is 101 E. Kennedy Boulevard, Suite 2700, Tampa, FL 33602. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida.

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## ARTICLE SIX

### INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Corporation's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

## ARTICLE SEVEN

### SPECIAL MEETING OF SHAREHOLDERS

Except as otherwise required by law and subject to the rights of the holders of the Preferred Stock, special meetings of shareholders of the Corporation may be called only by (i) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (ii) the Corporation's Chief Executive Officer or (iii) the holders of at least one-third of the outstanding shares of Common Stock of the Corporation or Series A Stock. Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, this Article Seven shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

## ARTICLE EIGHT

### BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part thereof. The Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the shareholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, this Article Eight shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

## ARTICLE NINE

### AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA, as amended from time to time, relating to affiliated transactions.

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**ARTICLE TEN**  
**CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the FBCA, as amended from time to time, relating to control share acquisitions.

**ARTICLE ELEVEN**  
**AMENDMENT**

Except as provided herein, these Amended and Restated Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with Florida law.

\* \* \* \*

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of September 22, 2015.

**MEDICAL PAY REVIEW, INC**

By: 

Patrick Michael Schopke, Chief  
Executive Officer

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