



**BECKER &  
POLIAKOFF**

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Reply To:  
Michael De Biase, Esq.  
MDeBiase@becker-poliakoff.com

Via Fed-Ex

September 20, 2013

Charter Section.  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FT. LAUDERDALE  
FT. MYERS  
FT. WALTON BEACH  
MIAMI  
MIRAMAR  
MORRISTOWN  
NAPLES  
NEW YORK  
NORTHERN VIRGINIA  
ORLANDO  
PRAGUE  
RED BANK  
SARASOTA  
STUART  
TALLAHASSEE  
TAMPA BAY  
WASHINGTON, DC  
WEST PALM BEACH

Re: **USARAD Holdings, Inc.**

Dear Sir/Madam:

Enclosed, please find the following in order to convert USARAD.com LLC, a Delaware LLC (an "Other Business Entity"), to USARAD Holdings, Inc. a Florida Profit Corporation, in accordance with Florida Statutes Sec. 607.1115: fungible

1. Certificate of Conversion
2. Florida Articles of Incorporation
3. A Firm (Check No. 95439) check in the amount of \$113.75 for filing fees and Certificate of Status

Please return all documents to the above address. Thank you for your anticipated co-operation.

Yours sincerely

  
Michael De Biase, Esq.

cc: USARAD.COM LLC

ACTIVE: U19977/347219.5023482\_1\_MDEBIASE

LEGAL AND BUSINESS STRATEGISTS

MEMBER OF LEGUS, NATIONAL AND INTERNATIONAL LAW FIRM NETWORK

RESOLUTIONS ADOPTED BY THE MEMBERS  
OF  
USARAD.COM, L.L.C.

FILED  
13 SEP 24 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the Members of USARAD.COM, L.L.C. (the "Company" hereby adopt the following resolutions:

RESOLVED, that the Company shall convert from a Delaware limited liability company to a Florida for profit corporation (the "Corporation").

RESOLVED, that the Company shall change its name from USARAD.COM, L.L.C. to USARAD Holdings, Inc.


RESOLVED, that the certificate of conversion from a Delaware limited liability company to a Florida profit corporation is approved, and shall be executed and filed with the Delaware Secretary of State.

RESOLVED, that the certificate of conversion for "Other Business Entity" Into Florida Profit Corporation, and articles of incorporation are approved, and shall be filed with the Florida Department of State Division of Corporations.

RESOLVED, that the bylaws for USARAD Holdings, Inc. are approved and shall be executed.

RESOLVED, that Michael Yuz be, and hereby is, elected as the Initial Director(s) of the Corporation:

Dated: September 18, 2013

  
Michael Yuz

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

FILED  
13 SEP 24 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

USARAD.COM, L.L.C. M12000002636

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

on 10/30/2008  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

USARAD Holdings, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 18<sup>th</sup> day of September, 2013.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or if Directors or Officers have not been selected, an Incorporator: \_\_\_\_\_

Printed Name: Michael Yuz Title: CEO and President

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: \_\_\_\_\_  
Printed Name: Michael Yuz Title: Member

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

SECRETARY OF STATE  
ALABAMA  
SEP 24 12:45

FILED

**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**  
**USARAD HOLDINGS, INC.**

**FILED**  
13 SEP 24 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607, F.S.,

**ARTICLE I**

The name of this corporation is USARAD Holdings, Inc. The principal office of the corporation is located at 6287 N. Federal Highway, Suite 500, Ft. Lauderdale, FL 33308.

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

**ARTICLE III**

The aggregate number of shares which the corporation shall have authority to issue is 50,000,000 shares of common stock, with no par value and 5,000,000 shares of preferred stock.

**ARTICLE IV**

The corporation is to have perpetual existence.

**ARTICLE V**

- (a) The business and property of the corporation shall be managed by a Board of Directors of not fewer than one (1) member, who shall be natural persons of legal age, and who shall be elected annually by the shareholders having voting rights, for the term of one year, and shall serve until the election and acceptance of their duly qualified successors. In the event of any delay in holding, or adjournment of, or failure to hold an annual meeting, the terms of the sitting directors shall be automatically continued indefinitely until their successors are elected and qualified. Directors need not be residents of the State of Florida nor shareholders. Any vacancies, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors, though less than a quorum, for the unexpired term. The Board of Directors shall have full power, and it is hereby expressly authorized, to increase or decrease the number of directors from time to time without requiring a vote of the shareholders. Any director or directors may be removed with or without cause by a majority vote of the shareholders.

(b) The Initial Directors of the Company shall be:

Michael Yuz  
6287 N. Federal Highway, Suite 500  
Ft. Lauderdale, FL 33308

(c) The Initial Officers of the Company are:

President: Michael Yuz  
6287 N. Federal Highway, Suite 500  
Ft. Lauderdale, FL 33308

Secretary: Elli Yuz  
6287 N. Federal Highway, Suite 500  
Ft. Lauderdale, FL 33308

Treasurer: Elli Yuz  
6287 N. Federal Highway, Suite 500  
Ft. Lauderdale, FL 33308

#### **ARTICLE VI**

This corporation, and any or all of the shareholders of this corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the By-Laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

#### **ARTICLE VII**

The private property of the shareholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

#### **ARTICLE VIII**

The following indemnification provisions shall be deemed to be contractual in nature and not subject to retroactive removal or reduction by amendment.

(a) This corporation shall indemnify any director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, judicial, administrative or investigative, by

reason of the fact that he/she is or was serving as a director or officer of this corporation, or, at the request of this corporation, as a director or officer or member of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of this corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation; unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Termination of any action, suit or proceeding by judgment, order, settlement, conviction, or in a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct.

- (b) The corporation shall also indemnify any director or officer who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director or officer met any appropriate standard of conduct.
- (c) Unless a director or officer was terminated by the shareholders or the Board of Directors, as the case may be, for cause, the indemnification provided for herein shall continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person(s) and their respective estate(s).
- (d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by the Board of Directors, or duly authorized by a majority of the shareholders.

#### ARTICLE IX

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

- (a) To make, alter, amend, and repeal the By-Laws of the corporation, subject to the power of the holders of stock having voting power to alter, amend, or repeal the By-Laws made by the Board of Directors.



- (b) To determine and fix the value of any property to be acquired by the corporation and to issue and pay in exchange therefore, stock of the corporation; and the judgment of the directors in determining such value shall be conclusive.
- (c) To set apart out of any funds of the corporation available for dividends, a reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.
- (d) To determine from time to time whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the corporation, or any of the books, shall be open for inspection by the shareholders; and no shareholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the shareholders.
- (e) The Board of Directors may, by resolution, and as further provided in the By-Laws, provide for the issuance of stock certificates to replace lost or destroyed certificates.

#### **ARTICLE X**

If the By-Laws so provide, the shareholders and the Board of Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors. The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by these Articles of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida. Election of directors need not be by ballot unless the By-Laws so provide. Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

#### **ARTICLE XI**

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are shareholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which is or might be adverse to the interest of this corporation, provided that such contracts or transactions are in the usual course of business.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation is interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any

meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

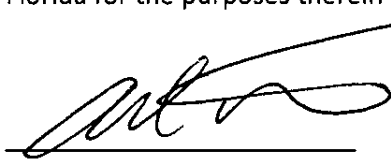
**ARTICLE XII**

The corporation hereby designates as its Registered Agent and as its Resident Agent to accept service of process within the State: Adam Kravitz, Esq., Becker & Poliakoff, P.A., 121 Alhambra Plaza, 10<sup>th</sup> Floor, Coral Gables, FL 33134

**ARTICLE XIII**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon shareholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator of the corporation, executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth this 11<sup>th</sup> day of September 2013



Adam Kravitz, Esq.  
Becker & Poliakoff, P.A.  
121 Alhambra Plaza  
Coral Gables, FL 33134

FILED  
13 SEP 24 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **USARAD Holdings, Inc.**
2. The name and address of the Registered Agent and office is:

Adam Kravitz, Esq.  
Becker & Poliakoff, P.A.  
121 Alhambra Plaza  
10th Floor  
Coral Gables, FL 33134

FILED  
13 SEP 24 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Adam Kravitz, Esq.

DATE: September 11, 2013

ACTIVE: 4997638\_1