

P13000086801

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

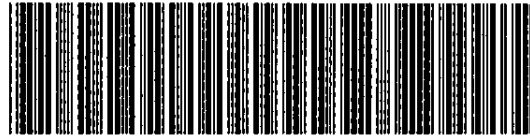
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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10/02/13--01015--012 \*\*95.00

10/21/13--01009--010 \*\*10.00

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13 OCT 21 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

W13-56678

# GreenspoonMarder

ATTORNEYS AT LAW

888.491.1120  
www.gmlaw.com

October 16, 2013

**Via Federal Express**

Florida Department of State  
Attention: Ms. Fason  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: WaveFront Health Technologies, LLC  
Conversion to Corporation  
Reference No.: W13000056678

Dear Ms. Fason:

Enclosed please find this firm's check in the amount of \$10.00 representing the additional funds needed to complete the above-referenced conversion.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Gregory J. Blodig  
For the Firm

GJB/sme

Enclosure

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** WaveFront Health Technologies, LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Greg Blodig, Esq.

Contact Person

Greenspoon Marder, P.A.

Firm/Company

100 W. Cypress Creek Road Suite 700

Address

Fort Lauderdale, Florida 33309\*

City, State and Zip Code

greg.blodig@gmlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandra Evans

Name of Contact Person

at ( 954 ) 491-1120

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee  
and Certificate of  
Status

☐ \$55.00 Filing Fee  
and Certified Copy

☐ \$60.00 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**

For

**"Other Business Entity"**

Into

**Florida Profit Corporation**

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:

WaveFront Health Technologies, LLC L12000038736

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 Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on March 19, 2012

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:**

WaveFront Health Technologies, 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.)

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FLORIDA

Signed this 30 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: [Signature]

Printed Name: John M. Gregson Title: President

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

Signature: [Signature]

Printed Name: John M. Gregson 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)

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WAVEFRONT HEALTH TECHNOLOGIES, INC.**

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**Article I - Name**

The name of the Corporation is WaveFront Health Technologies, Inc.

**Article II - Nature of Business**

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

**Article III - Capital Stock**

The maximum number of shares of stock which this Corporation is authorized to issue One Hundred Forty Million (140,000,000) shares which shall be composed of two (2) classes:

- (a) One Hundred Twenty Five Million (125,000,000) shares of voting common stock at one cent (\$0.01) par value per share; and
- (b) Fifteen Million (15,000,000) shares of Series A Participating Preferred Stock at a par value of \$1.00 per share.

The terms and rights of the Series A Participating Preferred Stock are set forth on the Designation of Rights, attached hereto as Exhibit A and incorporated herein by reference.

**Article IV - Term**

This Corporation shall have perpetual existence unless dissolved pursuant to law.

**Article V - Address**

The initial street address of the principal office of this Corporation in the State of Florida is 3330 Fairchild Gardens, P.O. Box 85929, Palm Beach Gardens, Florida 33420. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

**Article VI - Directors**

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

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### **Article VII - Initial Directors**

The name and street address of the initial Director(s) of this Corporation who shall hold office until their successor(s) is (are) elected or appointed and shall have qualified is (are):

John M. Gregson  
2462 SE Marius Street  
Port St. Lucie, Florida 33420

Denise V. Garcia  
2462 SE Marius Street  
Port St. Lucie, Florida 33420

### **Article VIII - Incorporator**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

John M. Gregson  
2462 SE Marius Street  
Port St. Lucie, Florida 33420

### **Article IX - Other Provisions**

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors.
4. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, and vote of shareholders or otherwise.

### **Article X - Registered Office**

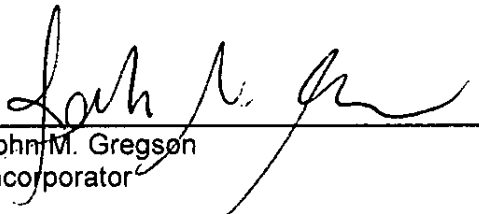
The Registered Agent and registered office of the Corporation shall be:

Greenspoon Marder, P.A.  
100 W. Cypress Creek Road, Suite 700  
Fort Lauderdale, Florida 33309

### **Article XI - Amendment**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of September, 2013.

  
\_\_\_\_\_  
John M. Gregson  
Incorporator



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

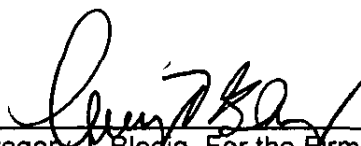
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST -- That WaveFront Health Technologies, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Fort Lauderdale, County of Broward, State of Florida, has named Greenspoon Marder, P.A. as Registered Agent, who may be served at the registered office located at 100 W. Cypress Creek Road, Suite 700, Fort City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Gregory J. Bloig, For the Firm  
Registered Agent

43 OCT 21 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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