

P13000087857

(Requestor's Name)

PanAm

High Intensity Focused Ultrasound for Prostate Cancer

1250 South Tamiami Trail,
Suite One North
Sarasota, Florida 34239

(City/State/Zip/Phone #)



PICK-UP



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MAIL

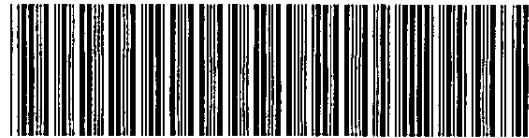
(Business Entity Name)

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2015

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PANAM HIFU, INC.**

Pursuant to Chapter 607.1007, Florida Statutes, as amended, PANAM HIFU, INC. hereby amends and restates its Articles of Conversion from a limited liability corporation to a corporation which were filed October 15, 2013 as follows:

ARTICLE I - Name

The name of the corporation is:

PANAM HIFU, INC.

ARTICLE II - Mailing Address

The mailing address and principal office of the corporation is:

1250 South Tamiami Trail, Suite 101
Sarasota, Florida 34239

ARTICLE III - Capital Stock

Section 1. The total number of shares of all classes of stock which the corporation shall have authority to issue is one million (1,000,000) shares.

The corporation shall have authority to issue two (2) classes of stock. Seven Hundred Fifty Thousand (750,000) shares shall be common stock having a par value of \$.01 (hereinafter referred to as "Common Stock") and Two Hundred Fifty Thousand (250,000) shares shall be preferred stock issuable in series and having a par value of \$.01 (hereinafter referred to as "Preferred Stock").

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Section 2. Statement of Preferences, Limitations and Relative Rights in Respect of Shares of Each Class. A description of the different classes of stock and a statement of the designation, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock of each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

B. Common Stock.

The corporation is authorized to issue seven hundred fifty thousand (750,000) shares of Common Stock, \$.01 par value. The holders of outstanding shares of the corporation's Common Stock shall not be entitled to any preemptive rights or cumulative voting in the election of the members of the Board of Directors of the corporation. The initial issuance of the corporation's Common Stock anticipated to be in the amount of 200,000 shares of such Common Stock are intended to be issued in accordance with a plan of issuance qualified under Section 1244 of the

Internal Revenue Code of 1986, as amended to date. The shares of Common Stock are not convertible into any other equity securities of the corporation and shall be entitled, on a share-for-share basis to receive any distributions made at the time of the Company's liquidation and termination.

ARTICLE IV - Registered Office and Agent

The street address of the registered office of this corporation shall be 1250 South Tamiami Trail, Sarasota, Florida 34239 and the name of the registered agent of this corporation at that address continues to be John R. Frye.

ARTICLE V - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE VI - Indemnification

The corporation is hereby authorized to indemnify its officers and directors and persons acting under the direction of its officers and directors, as well as control persons (as that term is defined and utilized in the Securities Act of 1933 (15 USC 77a et seq) to the full extent permitted by applicable law, including, without limitation, Chapter 607, Florida Statutes, as amended, the Florida Business Corporation Act.

ARTICLE VII - Affiliated Transactions

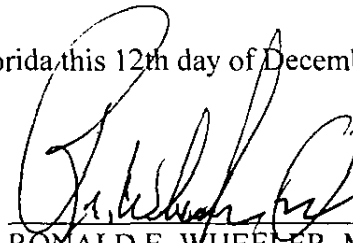
The provisions of Chapter 607.0901, Florida Statutes, as amended, shall not apply to this corporation.

ARTICLE VIII - Control Share Acquisitions

The provisions of Chapter 607.0902, Florida Statutes, as amended, shall apply to this corporation.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by all of the members of the Board of Directors and the holders of all of the outstanding Common Stock of the corporation, which number is sufficient for approval.

WITNESS my hand and seal at Sarasota, Florida, this 12th day of December, 2013.

A handwritten signature in black ink, appearing to read 'Ronald E. Wheeler', is written over a horizontal line.

RONALD E. WHEELER, M.D., President
and Chief Executive Officer
PANAM HIFU, INC.

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A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

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(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock of each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

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ARTICLE VII - Affiliated Transactions

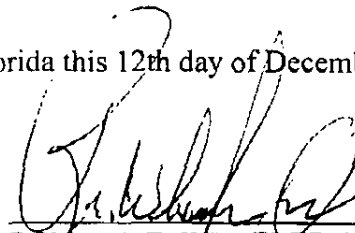
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WITNESS my hand and seal at Sarasota, Florida this 12th day of December, 2013.



RONALD E. WHEELER, M.D., President
and Chief Executive Officer
PANAM HIFU, INC.