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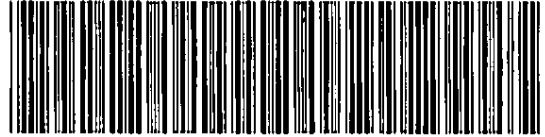
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2019 MAR 28 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

*Amended & Restated  
Art.*

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SURGICAL CAPITAL SOLUTIONS, INC.

DOCUMENT NUMBER: P14000086600

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Craig E. Rothburd, Esquire	_____
Name of Contact Person	
CRAIG E. ROTHBURD, P.A.	_____
Firm/ Company	
320 W. Kennedy Blvd., #700	_____
Address	
Tampa, Florida 33606	_____
City/ State and Zip Code	

crothburd@e-rlawcom

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

For further information concerning this matter, please call:

Craig E. Rothburd	_____	at (	<u>813</u>	)	<u>251-8800</u>
Name of Contact Person			Area Code		Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED & RESTATED  
ARTICLES OF INCORPORATION  
OF  
SURGICAL CAPITAL SOLUTIONS, INC.**

**FILED**  
2019 MAR 28 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

SURGICAL CAPITAL SOLUTIONS, INC., a Florida corporation (the "Corporation") does hereby certify the following:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on October 21, 2014, and its document number with the State of Florida is **P14000086600**.
2. The original Articles of Incorporation of the Corporation were amended by Articles of Amendment filed with the Florida Secretary of State on December 18, 2015 and by Articles of Amendment filed with the Florida Secretary of State on November 16, 2017.
3. These Amended and Restated Articles of Incorporation were recommended by the Corporation's Board of Directors and unanimously approved on **JANUARY 11**, 2019 by the Corporation's shareholders via written consent in lieu of a meeting of the shareholders.

The Corporation adopts the following Articles of Incorporation:

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**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is SURGICAL CAPITAL SOLUTIONS, INC. (the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office and mailing address is 1410 ALT 19, Suite C, Palm Harbor, Florida 34683.

**ARTICLE III**  
**GENERAL NATURE OF BUSINESS**

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

**ARTICLE IV**  
**CAPITAL STOCK**

a) Authorization and Classes of Stock. The Corporation is authorized to issue two classes of shares of stock to be designated as "Class A Common Stock" and "Class B Common Stock"; the total number of shares that may be issued by the Corporation is 30,000,000 shares, \$.0001 par value per share, of which 20 shares to be Class A Common Stock, and 29,999,980 shares to be Class B Common Stock. All or any part of the Class A Common Stock and Class B Common Stock may be issued by the Corporation from time to time and for such consideration as may be determined and fixed by the Board of Directors, as provided by law, with due regard to the interests of the existing shareholders; and once such consideration has been received by the Corporation, such shares shall be deemed fully paid.

b) Distributions. The holders of Class A Common Stock then outstanding shall be entitled, as a separate class, to twenty (20%) percent of all distributions of assets and funds of the Corporation available for distribution to its stockholders (the "Class A Distribution Percentage"), and the holders of Class B Common Stock then outstanding shall be entitled, as a separate class, to eighty (80%) percent of all distributions of assets and funds of the Corporation available for distribution to its stockholders (the "Class B Distribution Percentage"). The issuance of additional Class B Common Stock, or redemption of outstanding Class B Common Stock, will not change the Class A Common Stock Distribution Percentage. The issuance of additional Class A Common Stock, or redemption of outstanding Class A Common Stock, will not change the Class B Common Stock Distribution Percentage.

c) Voting.

i) Except as provide in clause (ii) below, the holders of shares of Class B Common Stock shall have exclusive voting rights and powers with respect to the Corporation.

ii) Other Special Voting Rights. Without the prior written consent of holders of not less than fifty one percent (51%) of the then total outstanding shares of Class A Common Stock, voting separately as a single class with one vote per share of Class A Common Stock, in person or by proxy, either in writing without a meeting or at an annual or a special meeting of such holders, and any other applicable stockholder approval requirements required by law, the Corporation shall not take or consummate any of the actions or transactions described in this **Article IV(c)(ii)** (any such action or transaction without such prior written consent being null and void *ab initio* and of no force or effect) as follows:

(1) create, or authorize the creation of, any additional class or series of capital stock of the Corporation (or any security convertible into or exercisable for any additional class or series of capital stock of the Corporation), including any class or series of capital stock of the Corporation that ranks superior to or in parity with the Class A Common Stock in rights, preferences or privileges (including with respect to dividends, liquidation, redemption or voting);

(2) increase or decrease the number of authorized shares of Class A Common Stock or authorize the issuance of or issue any shares of Class A Common Stock (or any security convertible into or exercisable for any shares of Class A Common stock);

(3) amend, alter, modify or repeal these Amended and Restated Articles of Incorporation or the by-laws of the Corporation, including the amendment of these Amended and Restated Articles of Incorporation by the adoption or amendment of any certificate of designation or similar document, in any manner that adversely affect the Class A Common Stock;

(4) guarantee any obligations (including, without limitation, indebtedness) of any other Person;

(5) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for any such purpose) any Class B Common Stock of the Corporation or other capital stock of the Corporation;

(6) declare bankruptcy, dissolve, liquidate or wind up the affairs of the Corporation;

(7) any merger, conversion or consolidation involving the Corporation;

(8) any new agreement or arrangement, written or oral (or material amendment or termination of a previous agreement), with an Affiliate of the Company, or with any officer, director or employee of any such Affiliate, including, without limitation, any increase of Gary Smith's total employment compensation (inclusive of salary and bonus);

(9) modify or change the nature of the Corporation's business;

(10) creating, forming or organizing any subsidiary of the Corporation, purchasing or acquiring any stock or securities of, or making any investment in, or making a capital contribution to, any other Person;

(11) sell, transfer, license, lease or otherwise dispose of, in any transaction or series of related transactions, any assets of the Corporation outside the ordinary course of business, unless the proceeds of such sale, transfer, license, lease or other disposition will be distributed to the Corporation's shareholders;

(12) enter into, or become subject to, any agreement or instrument or other obligation which by its terms restricts the Corporation's ability to perform its obligations under this Amended and Restated Articles of Incorporation, including the ability of the Corporation to pay dividends; and

(13) agree or commit to do any of the foregoing.

d) Definitions. For purposes of this Article IV:

i) "Affiliate" shall mean any Person that, directly or indirectly through one (1) or more intermediaries, controls or is controlled by or is under common control with a Person, as such terms are used in and construed under Rule 144 under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

ii) "Person" shall mean any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity, as well as any syndicate or group that would be deemed to be a person under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address and name of the registered office of the Corporation is:

CRAIG ROTHBURD, ESQ.  
320 W. Kennedy Boulevard  
Tampa, Florida 33606  
Phone No.: 813-251-8800

**ACKNOWLEDGMENT**

Craig Rothburd, Esq. hereby accepts the appointment as Registered Agent of the above named corporation, and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


By: \_\_\_\_\_

CRAIG ROTHBURD, Esq.

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4. The foregoing amendment and restatement shall become effective as of the close of business on the date these Amended & Restated Articles of Incorporation are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Amended & Restated Articles of Incorporation to be prepared under the signature of its CEO this 12<sup>th</sup> day of March, 2019.

By:   
Print Name: GARY SMITH  
Title: CEO

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_"  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

March 12, 2019  
Dated \_\_\_\_\_

Signature \_\_\_\_\_

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Gary Smith

\_\_\_\_\_  
(Typed or printed name of person signing)

President and Director

\_\_\_\_\_  
(Title of person signing)