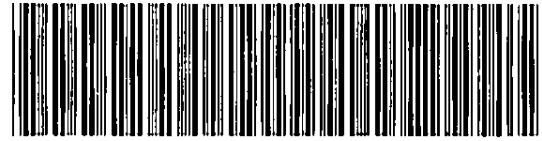


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OCT 04 2019  
8:02 PM 130



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 9, 2019

MINELLY PENA  
610 S DILLARD ST STE A  
WINTER GARDEN, FL 34787

SUBJECT: SOUTH GENETICS, INC  
Ref. Number: P14000092233

We have received your document for SOUTH GENETICS, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

OR

Please entitle your document Amended and Restated Articles of Incorporation.

The registered agent must sign accepting the designation.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Catherine M Wood  
Regulatory Specialist II

Letter Number: 019A00016426

2019 OCT -7 PM 12:51

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SOUTH GENETICS, INC

DOCUMENT NUMBER: P14000092233

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

Please return all correspondence concerning this matter to the following:

MINELLY PENA  
Name of Contact Person

CAPITAL TREE ACCOUNTING SERICES LLC  
Firm/ Company

610 S DILLARD STREET SUITE A  
Address

WINTER GARDEN, FL 34787  
City/ State and Zip Code

MINELLYPENA@CAPITALTREEACCOUNTING.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MINELLY PENA at ( 407 ) 378-6567  
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:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy 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 AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH GENETICS, INC**  
**A FLORIDA CORPORATION**

Pursuant to Chapter 607 and 621 of Florida Statutes (or the corresponding section of any future law of this state), the undersigned Florida profit corporation submits the following Articles of Incorporation for filing.

**ARTICLE 1**  
**Name**

The exact name of the corporation is **SOUTH GENETICS, INC.**

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TALLAHASSEE, FL

**ARTICLE 2**  
**Corporate Address**

The street and mailing address of the corporation's principal registered office is 3250 NE 1<sup>ST</sup> AVE, MIAMI, FL 33137

**ARTICLE 3**  
**Purpose**

This corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under state law, including, but not limited to, the following:

1. TO PROMOTE SERVICES FOR MOLECULAR AND GENETIC DIAGNOSTICS TESTS.
2. TO PROMOTE, SELL, DISTRIBUTE MEDICAL DEVICES.
3. TO ACT AND PERFORM AS A DISTRIBUTOR FOR THIRD PARTIES OF TRANSACTING ANY LAWFUL BUSINESS.

**ARTICLE 4**  
**Registered Agent**

1. The name of the initial registered agent is MINELLY PENA.
2. The address of the initial registered agent is 610 S DILLARD STREET SUITE A, WINTER GARDEN, FL 34787.

**ARTICLE 5**  
**Email Address**

The business email address is info@southgenetics.net

**ARTICLE 6**  
**Duration**

The corporation will exist for a perpetual duration.

**ARTICLE 7**  
**Shares**

The corporation is authorized to issue the following classes of shares:

**1. COMMON STOCK**

- a. The corporation is authorized to issue up to 10,000 shares of this share class.
- b. The par value of each share in this share class is \$1.00
- c. The rights, preferences and privileges granted to or imposed upon this share class of Stock or the holders thereof are as follows:

1. Dividends. Subject to the prior rights of the Series Preferred, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board.

2. Liquidation. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of Common Stock.

3. Redemption. The Common Stock is not redeemable other than pursuant to a mutual agreement between the Corporation and one or more stockholders that provides for repurchases by the Corporation in connection with the termination of such stockholder's services to the Corporation.

4. Voting. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

#### **ARTICLE 8 Board of Directors**

The number of directors constituting the Board shall be fixed at seven (7) directors.

#### **ARTICLE 9 Election of the Board**

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Corporation, or unless a stockholder demands election by ballot at the meeting before the voting begins. The holders of the Common Stocks shall be entitled to elect 1 member of the Board

#### **ARTICLE 10 Initial members of the Board**

1. Washington Rodriguez, as initial director of the corporation, is located at 3250 NE 1<sup>st</sup> Ave, Miami, Fl, 33137
2. Simon Cava, as initial director of the corporation, is located at 3250 NE 1<sup>st</sup> Ave, Miami, Fl, 33137
3. Christian Clavier, as initial director of the corporation, is located at 3250 NE 1<sup>st</sup> Ave, Miami, Fl, 33137
4. Anibal Cava, as initial director of the corporation, is located at 3250 NE 1<sup>st</sup> Ave, Miami, Fl, 33137
5. Jose Clavier, as initial director of the corporation, is located at 3250 NE 1<sup>st</sup> Ave, Miami, Fl, 33137
6. Vilma Clavier, as initial director of the corporation, is located at 3250 NE 1<sup>st</sup> Ave, Miami, Fl, 33137

7. Maria Clavier, as initial director of the corporation, is located at 3250 NE 1<sup>st</sup> Ave, Miami, FL, 33137

#### **ARTICLE 11**

##### **By-Laws**

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, alter or repeal the By-laws.

#### **ARTICLE 12**

##### **Meetings of the Board**

Meeting of stockholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provisions contained in applicable status) outside the State of Florida at such place or places as may be designated from time to time by the Board or in the By-Laws.

#### **ARTICLE 13**

##### **Holdings and Subsidiaries**

The corporation may act or serve as a holding company for others companies in the territory and or abroad.

#### **ARTICLE 14**

##### **Limitation of Director and Officer Liability**

To the fullest extent permitted by the law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any future changes in the state law will not adversely affect any right or protection of a director or officer of the corporation for, or with respect to, any acts or omissions occurring prior to such change.

ARTICLE 15  
Execution

The undersigned submits this Articles of Incorporation and affirms that the facts stated herein are true. The undersigned is aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

The undersigned Incorporator of SOUTH GENETICS, INC executed this Articles of Incorporation as of the date set forth below:

  
\_\_\_\_\_  
SIMON CAVA

07/26/2019  
\_\_\_\_\_  
Date

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
\_\_\_\_\_

*Signature of New Registered Agent, if changing*



07/26/2019

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

07/26/2019

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.

Dated 07/26/2019

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)

SIMON CAVA

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

VICE PRESIDENT

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