

Division of Corporations

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THESE THREE MEDICAL INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THESE THREE MEDICAL INC.

2016 JUL 27 P 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 and 607.503 of the Florida Business Corporation Act, These Three Medical Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

FIRST: The name of this Corporation is These Three Medical Inc., and the Corporation was originally incorporated under the name These Three Medical Inc., on March 30, 2016.

SECOND: The following amendment and restatement was approved by the Corporation's Board of Directors by written consent dated as of July 25, 2016 and by the shareholders of the Corporation by written consent dated July 25, 2016. The number of votes cast by the shareholders was sufficient for approval.

THIRD: The Articles of Incorporation of the Corporation, as amended from time to time, are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation shall be **These Three Medical Inc.**

ARTICLE II. PRINCIPAL ADDRESS

The street address of the principal office of the corporation is 7858 SW 187th Terrace, Cutler Bay, FL 33157, and the mailing address is the same.

ARTICLE III. BENEFIT STATEMENT AND BUSINESS PURPOSE

The Corporation elects to be a social purpose corporation in accordance with s.607.503, Florida Statutes. The purpose for which the Corporation is organized is to create a general public benefit and:

These Three Medical Inc. intends to address the medical needs of those afflicted with diabetes through innovative therapies that leverage advancement in microelectronics, physiological sensing technologies, data analysis and communications, integrated together with optimal control algorithms and delivery approaches, thereby offering the best in responsive therapy while mitigating patient burden. These Three Medical Inc. will provide all reasonable efforts to insure that the technologies and therapies proposed will be available to those in need regardless of ability to pay. The directors and management of the company shall equally balance the responsibility we have to those we serve with maximizing the financial return to our shareholders. Company directors and

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management must give strong consideration to this special purpose in any of its decision making processes, and endeavor to ensure that the commercialization of company developments are diligently and aggressively pursued in a way that reaches all who may benefit. Furthermore, should lack of income, insurance, or other personal challenges preclude future customers from paying the full sales price for our products, These Three Medical Inc. Senior Management shall be empowered to seek creative funding, alternate means of distribution and/or provide aggressive discounts.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall be authorized to issue is Five Million (5,000,000) shares of Common Stock, \$0.001 par value per share.

ARTICLE V. DIRECTORS

This Corporation shall have two (2) directors initially. The name and address of the initial members of the Board of Directors is:

Jay Pierce
7858 SW 187th Terrace
Cutler Bay, FL 33157

Marc Stein
2462 Binner Drive
Chandler, AZ 85224

ARTICLE VI. REGISTERED AGENT

The street address of the initial registered office of the corporation is 11380 Prosperity Farms Road, Suite 221-E, Palm Beach Gardens, FL 33410, and the name of the initial registered agent of the corporation at that address is Corporate Creations International, Inc.

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person 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, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above

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shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
25 day of July 2016.

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