

P17 0000009832

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

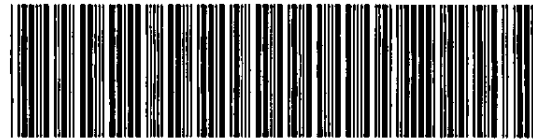
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Christine gave Auth.
to file the Amel.
art. of ic. Attached
to form only.

Office Use Only



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01/29/18--01020--006 **35.00

Amel

R. WHITE

FEB 13 2018

FILED
18 FEB 13 PM 12:04



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2018

RENIER CRUZ ESQ
300 SEVILLA AVE STE 310
CORAL GABLES, FL 33134 US

SUBJECT: ETELEHEALTH SOLUTIONS, THE TELENET DOCTOR, INC.
Ref. Number: P17000009832

We have received your document for ETELEHEALTH SOLUTIONS, THE TELENET DOCTOR, 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):

It appears you have submitted two documents under one fee. You may file the document titled "articles of amendment" and title the following document as "attachement to the articles of amendment of articles of incorporation" or you may title the attached document as "Amended and restated articles of incorporation" And only file that document.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 718A00002027

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ETELEHEALTH SOLUTIONS, THE TELENET DOCTOR, INC.
DOCUMENT NUMBER: P170000009832

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

Please return all correspondence concerning this matter to the following:

RENIER CRUZ, ESQUIRE
Name of Contact Person
RENIER CRUZ, P.A.
Firm/ Company
300 SEVILLA AVE, SUITE 310
Address
CORAL GABLES, FLORIDA 33134
City/ State and Zip Code
rc@CruzPa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RENIER CRUZ at (305) 443-2772
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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

FILED

<i>AMENDED ARTICLES OF INCORPORATION</i>
<i>OF</i> 18 FEB 13 PM 12:04
<i>ETELEHEALTH SOLUTIONS, THE TELENET DOCTOR, INC.</i>

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:
ETELEHEALTH SOLUTIONS, THE TELENET DOCTOR, INC.
300 Sevilla Avenue
Suite 310
Coral Gables, Florida 33134

ARTICLE II
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV
AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 250,000,000. Such shares shall be Common Stock of a single class and shall have no-par value.

ARTICLE V
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall not have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

This Instrument was prepared by:
Renier Cruz, Esquire
300 Sevilla Avenue, Suite 310
Coral Gables, Florida 33134
Florida Bar No.: 320651

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Renier Cruz, 300 Sevilla Avenue, Suite 310, Coral Gables, Florida 33134.

The Corporation retains the power of moving its office to any other address as may from time to time be determined and authorized by its Board of Directors, with Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII
DIRECTORS

The number of Directors may be altered from time to time by the Shareholders of the Corporation; however, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Tiberiu Weisz, 178-23 Edgerton Rd., Jamaica, N.Y. 11432
Renier Cruz, 300 Sevilla Avenue, Suite 310 Coral Gables, Florida 33134

The members of the Board of Directors shall hold office for the first year of existence of this Corporation and/or until his/her successor is elected and qualified or appointed, or until his/her earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII
INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:
Renier Cruz, 300 Sevilla Avenue, Suite 310 Coral Gables, Florida 33134.

ARTICLE IX
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, change or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Amended Articles of Incorporation be made.

ARTICLE XI
INFORMAL ACT OF DIRECTORS OR SHAREHOLDERS

If all the Directors or Shareholders, as the case may be, severally or collectively consent, in writing, to any action taken or to be taken by the Directors, or Shareholders of the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Shareholders, or of the Board of Directors.

ARTICLE XII
MEETINGS

The Corporation may hold its meetings of Stockholders, or Directors, either within or outside the State of Florida, or the United States of America, or a combination of both. Any meeting, regular or special, may be held by telephonic conference, other visual or electronic means or other similar communication equipment, so long as all members participating in such meeting can hear one another, and all such members shall be deemed to be present in person at such meeting.

ARTICLE XIII
STOCKHOLDER'S AGREEMENTS

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation, provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, Shareholders and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with law, agreements or otherwise) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV
INDEMNIFICATION

The Corporation shall 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 or 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, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors, at their sole discretion, (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstance.

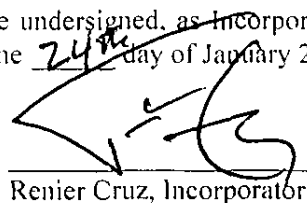
Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 24th day of January 2018.



Renier Cruz, Incorporator

STATE OF FLORIDA)

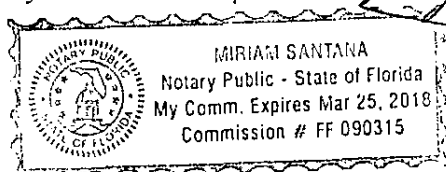
: SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Renier Cruz, who is personally known to me/or who produced a _____ as identification, to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 24th day of January 2018.

My Commission Expires:

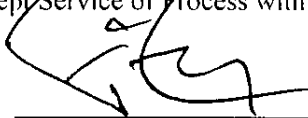



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

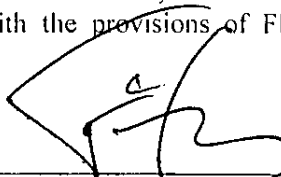
That ETELEHEALTH SOLUTIONS, THE TELENET DOCTOR, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, County of Dade, State of Florida, has named: Renier Cruz as its Agent to accept Service of Process within this State.



Renier Cruz, Incorporator

ACKNOWLEDGMENT

Having been made to accept Service of Process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.



Renier Cruz, Registered Agent

The date of each amendment(s) adoption: 24th DAY OF JANUARY, 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.

Dated 1/24/18

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)

RENIER CRUZ
(Typed or printed name of person signing)

DIRECTOR
(Title of person signing)