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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

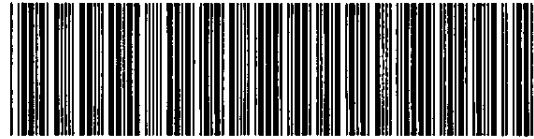
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/06/18--01032--003 **105.00

**CERTIFICATE OF CONVERSION
FOR
ESO MEDICAL, LLC
INTO
ESO MEDICAL, INC.**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida profit corporation in accordance with §607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is ESO Medical, LLC. **417-239064**
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on November 20, 2017.
3. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is ESO Medical, Inc.
4. This Certificate of Conversion is effective on the filing date hereof.

Signed this 31st day of January, 2018.

ESO Medical, Inc.

By: _____

Robert J. Cottone, Jr., Director

By: _____

Michael A. Davitz, Director

"Other Business Entity"

Robert J. Cottone, Jr., Manager

Michael A. Davitz, Manager

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: ESO Medical, Inc.
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Brian A. Pearlman, Esq.
Contact Person

Pearlman Law Group LLP
Firm/Company

200 S. Andrews Ave, Suite 901
Address

Fort Lauderdale, FL 33301-2068
City, State and Zip Code

brian@pslawgroup.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees ☐ \$113.75 Filing Fees ☐ \$113.75 Filing Fees ☐ \$122.50 Filing Fees,
and Certificate of Status and Certified Copy Certified Copy, and
Certificate of Status

STREET ADDRESS:
New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 8, 2018

BRIAN A PERLMAN
200 S ANDRES AVE, STE 901
FORT LAUDERDALE, FL 33301-2068

SUBJECT: ESO MEDICAL, INC
Ref. Number: W18000012729

We have received your document for ESO MEDICAL, INC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

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) 245-6052.

Keyna E Page
Regulatory Specialist II

Letter Number: 618A00002697

**ARTICLES OF INCORPORATION
OF
ESO MEDICAL, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: ESO Medical, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 10340 Southwest 30 Court, Davie, FL 33330.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Fifty Million (50,000,000) shares of Common Stock, par value \$0.01 per share and Five Million (5,000,000) shares of Preferred Stock, par value \$0.01 per share.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

The Corporation shall be authorized and empowered to issue shares of one class or series of the Corporation's capital stock as dividends on shares of a different class or series of its capital stock.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert J. Cottone, Jr.
13040 Southwest 30 Court
Davie, FL 33330

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially.

Robert J. Cottone, Jr.
13040 Southwest 30 Court
Davie, FL 33330

Michael A. Davitz
14 Manor Drive
Goldens Bridge, NY 10526

ARTICLE VIII
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Robert J. Cottone, Jr., 13040 Southwest 30 Court, Davie, FL 33330.

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (ii) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by

the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

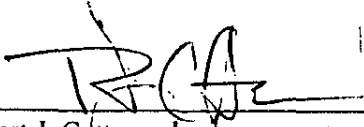
ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 31st day of January, 2018.



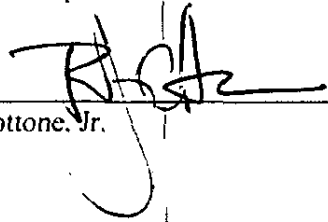
Robert J. Cottone, Jr., Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

ESO Medical, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 13040 Southwest 30 Court, Davie, FL 33330 has named Robert J. Cottone, Jr. whose address is 13040 Southwest 30 Court, Davie, FL 33330 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Robert J. Cottone, Jr.