

3/23/2018

Division of Corporations

## Florida Department of State

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Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
Medilogistics Corp.

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**ARTICLES OF INCORPORATION  
OF  
MEDILOGISTICS CORP.**

**ARTICLE I – NAME**

The name of this corporation is MEDILOGISTICS CORP. (the “Corporation”).

**ARTICLE II – PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the “Act”).

**ARTICLE III -DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV – PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and the mailing address of the office of the Corporation is 1451 Brickell Ave, Unit 2701, Miami, FL 33131.

**ARTICLE V – CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of common stock, with \$0.01 par value.

All voting powers of this corporation shall be vested in the common stock above designated.

**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The names and addresses of the initial directors are:

Fernando Tamez Gutierrez -- 1451 Brickell Ave, Unit 2701, Miami, FL 33131

Miguel Gomez-Mont -- 1451 Brickell Ave, Unit 2701, Miami, FL 33131

#### **ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 1200 South Pine Island Road Broward County, Plantation, Florida 33324, and the name of its initial registered agent at such office is C T Corporation System.

#### **ARTICLE VIII – LIABILITY AND INDEMNIFICATION**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

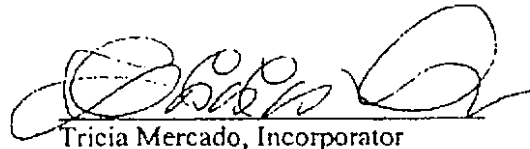
If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

#### **ARTICLE IX – INCORPORATOR**

The name of the Incorporator is Tricia Mercado, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 SE 2<sup>nd</sup> Avenue, Suite 4400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22<sup>nd</sup> day of March, 2018.



Tricia Mercado, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for MEDILOGISTICS CORP. at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 23<sup>rd</sup> day of March, 2018

CT Corporation System

By: 

Name: Judith Argo

Title: Vice President & Asst. Secretary