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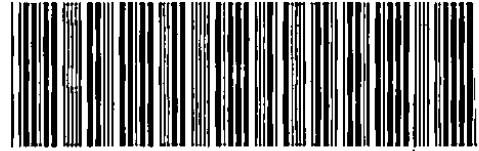
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Sec. of State  
TALLAHASSEE, FL

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: DOUGLAS DIAGNOSTICS, INC.

DOCUMENT NUMBER: P18000092935

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

Please return all correspondence concerning this matter to the following:

TROY GROGAN

Name of Contact Person

DOUGLAS DIAGNOSTICS, INC.

Firm/ Company

901 NORTHPOINT PARKWAY SUITE 302

Address

WEST PALM BEACH FL 33407

City/ State and Zip Code

TROY@DOUGLASDIAGNOSTICS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TROY GROGAN

310

6586937

at ( )

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**  
**DOUGLAS DIAGNOSTICS, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of **Douglas Diagnostics, Inc.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on November 1, 2018, are hereby amended and restated in their entirety. On September 1, 2019, the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors and approved by the shareholders of the Corporation holding a sufficient number of votes to approve the same, as follows:

**ARTICLE I**  
**NAME**

The name of the corporation is Douglas Diagnostics, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address of the Corporation is 901 Northpoint Parkway, Suite 302, West Palm Beach, Florida 33407 and the mailing address of the Corporation is 901 Northpoint Parkway, Suite 302, West Palm Beach, Florida 33407.

**ARTICLE III**  
**CORPORATE PURPOSE**

This Corporation is organized for the purpose of marketing products and services, and for transacting any and all other lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is Eleven Million (11,000,000) shares, consisting of (i) Ten Million (10,000,000) shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) One Million (1,000,000) shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock").

**Common Stock**

Section 1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock, if any issued.

Section 2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or any agreement to which the Corporation and its shareholders may be party, the holders of Common Stock and the holders of Preferred Stock, if any, shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

Section 3. Dividends. Subject to and qualified by the rights of the holders of the Preferred Stock the holders of Common Stock shall be entitled to receive dividends out of funds legally available at such times and in such amounts as the Board of Directors may determine in its sole discretion.

Section 4. Liquidation. Subject to and qualified by the rights of the holders of the Preferred Stock, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary after the payment or provisions for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution

### Preferred Stock

Section 1. Designation of Rights, Privileges and Preferences. The Preferred Stock is subject to issuance by the Board of Directors in one or more series and classes by the filing a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited by the FBCA, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (i) Whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that series or class and the distinctive designation of that series;
- (iii) The dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid dividends on shares of that series or class;
- (iv) Whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such event; the Board of Directors shall determine;
- (v) Whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) Whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;
- (vii) The rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, in the payment of shares of that series or class; and
- (viii) Any other relative rights, preferences and limitations of that series or class.

## **ARTICLE V**

### **INITIAL OFFICERS AND DIRECTORS**

Marvin Smollar and Troy James Grogan are the initial officers of the Company and shall hold the office as Co-President's of the Company. Marvin Smollar and Troy James Grogan are the initial directors of the Company.

## **ARTICLE VI**

### **BY-LAWS**

**ARTICLE VI**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors of the Corporation, but the Board of Directors may not alter, amend or repeal any By-Law adopted by the shareholders of the Corporation if the shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 901 Northpoint Parkway, Suite 200, West Palm Beach, Florida 33407. The name of the Corporation's registered agent at that office is MedScience Research Group, Inc.

**ARTICLE VIII**  
**LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the director's failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director and shall advance the expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

**IN WITNESS WHEREOF**, these Amended and Restated Articles of Incorporation have been executed by the President of the Corporation on September 1, 2019, and affirm that the statements made herein are true under the penalties of perjury.

**DOUGLAS DIAGNOSTICS, INC.**

By:   
Marvin Smollar, Co-President

By:   
Troy James Grogan, Co-President

SEPTEMBER 1, 2019

The date of each amendment(s) adoption: \_\_\_\_\_  
date this document was signed.

SEPTEMBER 20, 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 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.

SEPTEMBER 1, 2019  
Dated \_\_\_\_\_

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)

TROY GROGAN

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

PRESIDENT

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