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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: mirabella.mike56@gmail.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Mirabella Medical, Inc.

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6/3/2020

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ARTICLES OF INCORPORATION

OF

MIRABELLA MEDICAL, INC.

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I-NAME

The name of this corporation shall be MIRABELLA MEDICAL, INC. (the "Corporation").

ARTICLE II-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business in accordance with the laws of the state of Florida as enumerated in the Florida Business Corporation Act, including but not limited to:

- (a) The sale of medical devices to doctors, hospitals, surgical centers and other medical facilities.
- (b) The actions required to do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III-CAPITAL STOCK

The capital stock of the corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

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ARTICLE IV-EFFECTIVE DATE and DURATION:

This corporation shall have perpetual existence. The term of existence of the Corporation shall commence with the filing of the Articles of Incorporation with the Secretary of State of the State of Florida and shall continue perpetually, unless sooner dissolved in accordance with the laws of the State of Florida. In no instance shall the Corporation be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a shareholder of the Corporation.

ARTICLE V- ADDRESS OF PRINCIPAL OFFICE

The initial principal offices of the corporation shall be located at 4305 W. Wisconsin Court, Tampa, Florida 33616, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI-DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished, from time to time, by the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director is as follows:

Michael Mirabella
4305 W. Wisconsin Court
Tampa, Florida 33616

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII-SUBSCRIBER and MANAGEMENT

The name and address of the subscriber to these Articles of Incorporation is as follows:

Frederick J. Mills, Esquire
Morrison & Mills, P.A.
1200 W Platt Street, Suite 100
Tampa, Florida 33606,

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

Michael Mirabella
4305 W. Wisconsin Court
Tampa, Florida 33616

President/Secretary/Treasurer

ARTICLE VIII-ANNUAL MEETING

The time and place of the annual stockholders' meeting shall be the 1st day of March of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE IX-POWERS

This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act. The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE X-VOTING POWER-SHAREHOLDERS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XI-REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

Frederick J. Mills, Esquire
Morrison & Mills, P.A.
1200 W Platt Street, Suite 100
Tampa, Florida 33606

ARTICLE XII- BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XIII-AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV-CONFLICTS OF INTEREST-CONTRACTS

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XV-INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any person who was or is a party, defendant, or is threatened to be made a party defendant, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an Officer of the Corporation, Director, Shareholder,

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employee or agent of the Corporation, or is or was serving at the request of the Corporation, for instant expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the Board of Directors determine that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of "no lo Contendere" or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he reasonably believed to be in the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was lawful.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

MIRABELLA MEDICAL, INC.

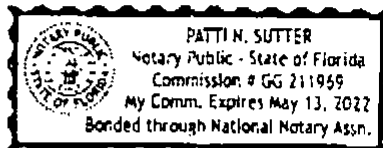
By: [Signature]
Frederick J. Mills, as Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 2nd day of June, 2020, by Frederick J. Mills ☒ who is personally known to me, or ☐ who has produced a _____ driver's license as identification.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Patti N. Sutter



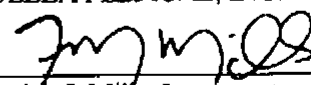
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED;
AGENT'S ACCEPTANCE OF STATUTORY OBLIGATIONS**

PLEASE TAKE NOTICE that MIRABELLA MEDICAL, INC., in compliance with Sections 48.091 and 607.0501 of the Florida Statutes, hereby designates 1200 W. Platt Street, Suite 100, Tampa, Florida 33606, as the location of its registered office and designates Frederick J. Mills as its agent to accept service of process within the state of Florida.

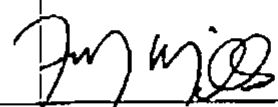
MIRABELLA MEDICAL, INC.

By:


Frederick J. Mills, Incorporator

Date: June 2, 2020

Having been named as agent to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby acknowledge my familiarity with, and acceptance of, the obligations of this position. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Frederick J. Mills, Registered Agent

Date: June 2, 2020

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SOCIETY OF CLERKS
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