

P200000 72121

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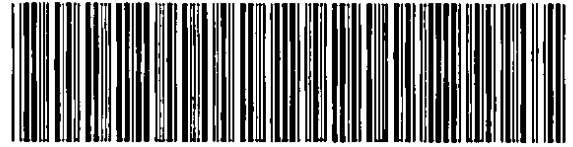
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ARTERIOGRAPH USA, INC.

DOCUMENT NUMBER: P20000072121

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

ARTERIOGRAPH USA, INC.

Firm/ Company

5480 N OCEAN DR BUILDING B1D

Address

SINGER ISLAND FLORIDA 33404

City/ State and Zip Code

TROY.GROGAN@GMAIL.COM

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

For further information concerning this matter, please call:

TROY GROGAN

Name of Contact Person

at 310 6586937

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  
ARTERIOGRAPH, 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 **Arteriograph USA, 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 September 1, 2020, are hereby amended and restated in their entirety. On September 17, 2020, 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 **Arteriograph USA, 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 developing and marketing medically related products and services, and 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 total number of shares which this corporation is authorized to issue is One Hundred Million (100,000,000) shares of Common Stock having a par value of \$0.0001 per share (the "Common Stock").

**Common Stock**

Section 1. General. The voting, dividend and liquidation rights of the holders of the Common Stock is as follows:

Section 2. Voting Rights. Except as otherwise expressly provided in these Articles or required by law, each holder of a share of Common Stock shall be entitled to one (1) vote for each share of Common Stock held as of the applicable record date on any matter that is submitted to a vote of the shareholders of this corporation (including, without limitation, any matter voted on at a shareholders' meeting).

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

Section 4. Liquidation. Subject to and qualified by the rights of the holders of the Common Stock, if any, 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.

## **ARTICLE V**

### **INITIAL OFFICERS AND DIRECTORS**

Dr. Miklós Illyés, József Béres, Marvin Smollar and Troy James Grogan are the initial officers of the Company and shall hold the following offices:

President - Troy James Grogan:

Secretary and Vice President - Marvin Smollar: and

Marvin Smollar, Dr. Miklós Illyés, József Béres and Troy James Grogan are the Board of Directors of the Company.

## **ARTICLE VI**

### **BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors, and the shareholders of the Corporation, but the Board of Directors may not alter, amend or repeal any By-Laws 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 302 West Palm Beach Florida 33407. The name of the Corporation's registered agent at that office is Troy Grogan.

## **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 breach or 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 or 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 the 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 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 Articles of Incorporation have been executed by the President of the Corporation on September 17, 2020, and affirm that the statements made herein are true under the penalties of perjury.

ARTERIOGRAPH USA, INC.

By:   
\_\_\_\_\_  
Troy James Grogan, President.

SEPTEMBER 17, 2020

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

SEPTEMBER 17, 2020

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.

SEPTEMBER 17, 2020

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)