

P22000065154

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H25000090254 3)))



H250000902543ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : GUNSTER, YOAKLEY & STEWART, P.A.
Account Number : 076117080420
Phone : (561)650-0728
Fax Number : (561)671-2527

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

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MICRONEB, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

DEPT. OF STATE
DIVISION OF CORPORATIONS

2025 MAR 11 AM 9:37

FILED

Electronic Filing Menu

Corporate Filing Menu

A. RAMSEY

MAR 12 2025 Help



March 11, 2025

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MICRONEB, INC.
7127 1ST AV S.
ST. PETERSBURG, FL 33707US

SUBJECT: MICRONEB, INC.
REF: P22000065154

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please give the date of adoption by the directors and shareholders.

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) 245-6050.

Annette Ramsey
OPS

FAX Aud. #: H25000090254
Letter Number: 525A00005257

H25000090254 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MICRONEB, INC.
(A Florida Corporation)**

FILED
2025 MAR 11 AM 9:37
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ALBANY, FLORIDA

The Articles of Incorporation of the Corporation (as hereinafter defined) were filed on August 19, 2022, and assigned Florida document number P22000065154. Pursuant to the Florida Business Corporation Act (the "Act") and with the joint unanimous written consent of the Board of Directors and Shareholders of the Corporation, effective as of May 5, 2025, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

Article I

Name

The name of the Corporation is Microneb, Inc. (the "Corporation").

Article II

Duration and Existence

The Corporation shall exist perpetually.

Article III

Purpose

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

Article IV

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 7127 1st Avenue South, St. Petersburg, Florida 33707.

Article V

Capital Stock

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Fifteen Million (15,000,000) shares, \$0.001 par value per share, all of which shall be designated common stock.

H25000090254 3

Article VI

Registered Office and Agent

The street address of the registered office of the Corporation is 7127 1st Avenue South, St. Petersburg, Florida 33707, and the name of the current registered agent of the Corporation at that address is Samantha Chechele.

Article VII

Directors

(a) Number. The Corporation shall have at least one director. The number of directors may be increased or diminished from time to time in accordance with the bylaws of the Corporation (as may be further amended from time to time, the "Bylaws"), but shall never be less than one. The names and addresses of the current directors of the Corporation are:

Brian Artze
7127 1st Avenue South
St. Petersburg, Florida 33707

David Condron
7127 1st Avenue South
St. Petersburg, Florida 33707

Pradeep Albert, M.C.
7127 1st Avenue South
St. Petersburg, Florida 33707

Christy Nichols
7127 1st Avenue South
St. Petersburg, Florida 33707

Jesse Klein, D.O.
7127 1st Avenue South
St. Petersburg, Florida 33707

Fadi Saba, M.D.
7127 1st Avenue South
St. Petersburg, Florida 33707

(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

H25000090254 3

Article VIII**Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

Article IX**Exculpation and Indemnification**

(a) To the fullest extent permitted by law, a director 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. If the Act or any other law of the State of Florida is amended after approval by the shareholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of the foregoing provisions of this Article IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

(b) To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, agents and authorized observers of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0851 of the Act.

Article X**Amendment**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 10th day of March, 2025.

MICRONEB, INC.

/s/ Brian Artze

By: _____

Name: Brian Artze

Title: Chief Executive Officer

H25000090254 3

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, I, Samantha Chechele, hereby accept the appointment as registered agent and agrees to act in this capacity. I, Samantha Chechele, further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accepts the obligations of my position as registered agent as provided for in Chapter 607, F.S.

/s/ Samantha Chechele

SAMANTHA CHECHELE

Dated: March 10, 2025