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COR AMND/RESTATE/CORRECT OR O/D RESIGN
DOCTORS HEALTHCARE PLANS HOLDINGS, INC.

Certificate of Status	0
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April 4, 2025

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BOCA PEDIATRIC GROUP, INC.
5458 TOWN CENTER RD
SUITE # 20
BOCA RATON, FL 33486

SUBJECT: BOCA PEDIATRIC GROUP, INC.
REF: L15452

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.

The electronic filing cover sheet submitted with your document reflects the incorrect corporate name. The cover sheet must reflect the current name. Please generate a cover sheet under the appropriate corporate name. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

These amended and restated articles are for DOCTORS HEALTHCARE PLANS HOLDINGS, INC.

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. #: H25000120886
Letter Number: 525A00007219

Hi Annette, apologies this is for Doctors Healthcare Plans Holdings, Inc. not Boca Pediatric Group, Inc. Unfortunately, the wrong audit sheet was attached. My apologies. Can you please honor the original fax date of 4/3/25? Thank you!

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOCTORS HEALTHCARE PLANS HOLDINGS, INC.**

(Pursuant to Sections 607.0202, 607.1003, 607.1006 and 607.1007 of the
Florida Business Corporation Act)

The Articles of Incorporation of Doctors Healthcare Plans Holdings, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "**Business Corporation Act**"), filed with the Division of Corporations of the Florida Department of State on May 14, 2024, as amended and restated on September 17, 2024 (the "**Articles**"), are hereby amended and restated in their entirety as set forth in this Second Amended and Restated Articles of Incorporation.

FIRST: The name of this corporation is Doctors Healthcare Plans Holdings, Inc. (the "**Corporation**").

SECOND: The principal and mailing address of the Corporation is 2020 Ponce De Leon Blvd, PH 1, Coral Gables, Florida 33134.

THIRD: The address of the registered office of the Corporation in the State of Florida is 2020 Ponce De Leon Blvd, PH 1, Coral Gables, Florida 33134. The name of its registered agent at such address is Rafael Perez.

FOURTH: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

FIFTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 90,000,000 shares of Class A Common Stock, \$0.01 par value per share ("**Class A Common Stock**"), (ii) 10,000,000 shares of Class B Common Stock, \$0.01 par value per share ("**Class B Common Stock**"), and together with the Class A Common Stock, the "**Common Stock**", and (iii) 21,129,630 of Preferred Stock, \$0.01 par value per share ("**Preferred Stock**").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. Each holder of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held as of the applicable date at all meetings of Shareholders (and written actions in lieu of meetings). The holders of the Class B Common Stock shall not be entitled to vote on any matter.

B. PREFERRED STOCK

All of the shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "sections" or

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"subsections" in this Part B of this Article Fifth refer to sections and subsections of Part B of this Article Fifth.

1. Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation unless (in addition to the obtaining of any consents required elsewhere in the Articles of Incorporation) the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to, in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series A Preferred Stock as would equal the product of (A) the dividend payable on each share of such Series A Preferred Stock, as if all shares of such series had been converted into Class A Common Stock, and (B) the number of shares of Class A Common Stock issuable upon conversion of a share of Series A Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or Deemed Liquidation Event, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its Shareholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to one (1) times the original purchase price per share of the Series A Preferred Stock held by such holder, plus any dividends declared but unpaid thereon. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its Shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Subsection 2.1, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.2 Distribution of Remaining Assets. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock the remaining assets of the Corporation available for distribution to its Shareholders shall be distributed among the holders of the shares of Series A Preferred Stock and Common Stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such Series A Preferred Stock as if they had been converted to Class A Common Stock pursuant to the terms of the Articles of Incorporation immediately prior to such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event (as defined below).

2.3 Deemed Liquidation Events.

2.3.1 Definition. Each of the following events shall be considered a "Deemed Liquidation Event" unless the holders of at least 50% of the outstanding shares of Series A Preferred Stock elect otherwise by written notice sent to the Corporation at least 5 days prior to the effective date of any such event:

(a) a merger, consolidation or share exchange transaction in which (i) the Corporation is a constituent party or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger, consolidation or share exchange transaction, except any such merger, consolidation or share exchange transaction involving the Corporation

((H25000124344 3)))

or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger, consolidation or share exchange transaction continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger, consolidation or share exchange transaction, at least a majority, by voting power, of the capital stock of (A) the surviving or resulting corporation or (B) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger, consolidation or share exchange transaction, the parent corporation of such surviving or resulting corporation; or

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole or the sale or disposition (whether by merger, consolidation, share exchange transaction or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

2.3.2 Effecting a Deemed Liquidation Event. The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 2.3.1(a) (i) unless the agreement or plan of merger, consolidation or share exchange for such transaction (the "**Merger Agreement**") provides that the consideration payable to the Shareholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 2.1 and 2.2.

2.3.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, share exchange transaction, sale, transfer, exclusive license, or other disposition shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation.

2.3.4 Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Subsection 2.3.1(a)(i), if any portion of the consideration payable to the Shareholders of the Corporation is payable only upon satisfaction of contingencies (the "**Additional Consideration**"), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the "**Initial Consideration**") shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 2.1 and 2.2 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the Shareholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 2.1 and 2.2 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Subsection 2.3.4, consideration placed into escrow or retained as holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

3. Voting. On any matter presented to the Shareholders of the Corporation for their action or consideration at any meeting of Shareholders of the Corporation (or by written consent of Shareholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cash the number of votes equal to the number of whole shares of Class A Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining Shareholders entitled to vote on such matter.

4. Conversion.

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The holders of the Series A Preferred Stock shall have conversion rights as follows (the "**Conversion Rights**").

4.1 Right to Convert.

4.1.1 Conversion Ratio. The majority of holders of the Series A Preferred Stock may elect at any time by giving written notice to the Company to convert all the shares of Series A Preferred Stock into shares of Class A Common Stock, without the payment of additional consideration by the holder thereof, and upon such written notice, each share of Series A Preferred Stock shall be automatically converted, in whole and not in part without any further action on the part of any such holders, into such number of fully paid and non-assessable shares of Class A Common Stock equal to such amount as determined by dividing the Calculated Shares of Class A Common Stock by the Total Diluted Series A Preferred Stock (the "**Conversion Ratio**"). The "**Calculated Shares of Class A Common Stock**" means an amount equal to (A) the New Total Outstanding Shares of Common Stock minus (B) the Total Diluted Class B Common Stock. The "**New Total Outstanding Shares of Common Stock**" means the amount equal to (i) the Total Diluted Class B Common Stock divided by (ii) (x) 0.09775; (y) 0.0975, if that certain prepayment pursuant to the that First Amendment to Credit Agreement dated April 2, 2025, by and between Piney Lake Opportunities ECI Master Fund LP and the Company, is not made by the Company before July 1, 2025; or, (z) 0.10, if the Amended and Restated Warrant dated April 2, 2025, by and between PL Mount Powell Non-ECI II LLC and the Company, expires unexercised. The "**Total Diluted Class B Common Stock**" means the sum of the total number of shares of Class B Common Stock issued and outstanding, plus the total number of shares of Class B Common Stock into which any securities or obligations of the Corporation are exercisable or exchangeable for or convertible into. The "**Total Diluted Series A Preferred Stock**" means the sum of the total number of shares of Series A Preferred Stock issued and outstanding, plus the total number of shares of Series A Preferred Stock into which any securities or obligations of the Corporation are exercisable or exchangeable for or convertible into. For the avoidance of doubt, upon any such conversion, the Conversion Ratio shall be fixed for any future conversions.

4.1.2 Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Stock.

4.2 Fractional Shares. No fractional shares of Class A Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Class A Common Stock as determined in good faith by the Board of Directors of the Corporation. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Class A Common Stock and the aggregate number of shares of Class A Common Stock issuable upon such conversion.

4.3 Mechanics of Conversion.

4.3.1 Reservation of Shares. The Corporation shall at all times when the Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation shall take such corporate action as may be necessary to

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increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite Shareholder approval of any necessary amendment to the Articles of Incorporation. Before taking any action which would cause an adjustment to the Conversion Ratio such that the Class A Common Stock issuable upon conversion of the Series A Preferred Stock would be issued in excess of the authorized Class A Common Stock, this Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Class A Common Stock at such adjusted Conversion Ratio.

4.3.2 Effect of Conversion. All shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Class A Common Stock in exchange therefor to receive payment in lieu of any fraction of a share otherwise issuable upon such conversion as provided in Subsection 4.2 and to receive payment of any dividends declared but unpaid thereon. Any shares of Series A Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for Shareholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

4.3.3 Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Class A Common Stock upon conversion of shares of Series A Preferred Stock pursuant to this Section 4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Class A Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

4.4 Notice of Record Date. In the event:

(a) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b) of any capital reorganization of the Corporation, any reclassification of the Common Stock, or any Deemed Liquidation Event; or

(c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation.

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series A Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, share exchange, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Series A Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization,

((H25000124344 3)))

reclassification, consolidation, merger, share exchange, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A Preferred Stock and the Common Stock. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

5. Waiver. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived on behalf of all holders of Series A Preferred Stock by the affirmative written consent or vote of the holders of at least 51% of the shares of Series A Preferred Stock then outstanding.

6. Notices. Any notice required or permitted by the provisions of this Article Fifth to be given to a holder of shares of Series A Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

SIXTH: Subject to any additional vote required by the Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SEVENTH: Subject to any additional vote required by the Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

EIGHT: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

NINTH: Meetings of Shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TENTH: 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 Business Corporation Act or any other law of the State of Florida is amended after approval by the Shareholders of this Article Tenth 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 Business Corporation Act as so amended.

Any repeal or modification of the foregoing provisions of this Article Tenth 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.

ELEVENTH: To the fullest extent permitted by applicable law, the Corporation shall provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Business Corporation 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 607.0850 of the Business Corporation Act.

Any amendment, repeal or modification of the foregoing provisions of this Article Eleventh shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

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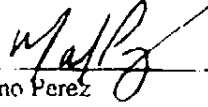
TWELFTH: The name of the incorporator is Albert Hernandez with a street address located at 701 Brickell Avenue, Suite 3300, Miami, FL 33131.

* * *

This Second Amended and Restated Articles of Incorporation was adopted by the shareholders of the Corporation on April 2, 2025. The number of votes cast for the amendment by the shareholders was sufficient for approval in accordance with the Business Corporation Act.

IN WITNESS WHEREOF, this Second Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 2nd day of April, 2025.

**DOCTORS HEALTHCARE PLANS HOLDINGS,
INC.**, a Florida corporation

By: 
Name: Martiniano Perez
Title: Executive Director

(((H25000124344 3)))