

P24 000036713

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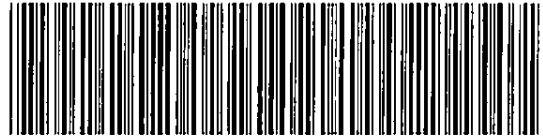
adoption date

Title

Rec. September

30, 2024

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2024 SEP 30 PM 2:38

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SYNC DENTAL GROUP HOLD CO.

DOCUMENT NUMBER: P24000036713

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

Please return all correspondence concerning this matter to the following:

Michael Bluestein

Name of Contact Person

Corporate Counsel USA P.L.L.C.

Firm/ Company

2322 8th Avenue

Address

Deland, FL 32724

City/ State and Zip Code

sedar@corpcounsel.ca

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

For further information concerning this matter, please call:

C. Libby

at (386

) 562-7398

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
SYNC DENTAL GROUP HOLD. CO.

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Sync Dental Group Hold. Co. (hereinafter, the "Corporation").
2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is attached hereto as Exhibit A and made a part hereof.

CERTIFICATE

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
SYNC DENTAL GROUP HOLD. CO.

It is hereby certified that:

1. The attached Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Corporation requiring board of directors approval.
2. The Articles of Incorporation of the Corporation are hereby amended in their entirety so as henceforth to read as set forth in the Restated Articles of Incorporation attached hereto as Exhibit A and made a part hereof
3. The date of adoption of the aforesaid amendments was July 1, 2024.
4. These Articles of Amendment and Restatement have been duly approved by the board of directors and by the shareholders of the corporation.

Executed on July 1, 2024.

SYNC DENTAL GROUP HOLD. CO.

By: Ariel Cohen
Name: Ariel Cohen
Title: President

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION
OF
SYNC DENTAL GROUP HOLD. CO.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL

Article I: Name

The name of the corporation is Sync Dental Group Hold. Co.

Article II: Principal Address

The principal place of business and mailing address of the Corporation is 18101 Collins Avenue, 1194, Sunny Isles Beach, FL 33160.

Article III: Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

Article IV: Authorized Shares

The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) shares of Common Stock, each having a par value of one cent (\$0.01).

Article V: Registered Office and Agent

The address of the registered office of the corporation is 1110 Brickell Avenue, Suite 505, Miami, FL 33131, and the name of the registered agent at such address is Corporate Counsel USA P.L.L.C.

Article IV: Directors

The number of directors constituting the board of directors is Two (2), and the names and addresses of the directors are:

- Ariel Cohen, 18101 Collins Avenue, 1904, Sunny Isles Beach, FL 33160
- Allen Aptekar, 63 Woodvalley Crescent, Maple, Ontario L6A-4J5 Canada

Article VI: Incorporator

The name and address of the incorporator is:

- Ariel Cohen, 18101 Collins Avenue, 1904, Sunny Isles Beach, FL 33160

Article VII: Amendments and Restatements

These Articles of Amendment and Restatement amend, restate, and supersede the original Articles of Incorporation and all prior amendments thereto.

Approval:

These Articles of Amendment and Restatement have been duly approved by the board of directors and, if required, by the shareholders of the corporation.

Effective Date:

These Articles of Amendment and Restatement shall be effective as of July 1, 2024.

By: Ariel Cohen

Name: Ariel Cohen

Title: President

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

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 incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ 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)

July 1, 2024
Dated _____

Signature Ariel Cohen
(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)

Ariel Cohen

(Typed or printed name of person signing)

President

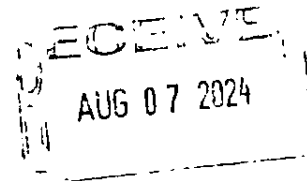
(Title of person signing)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 19, 2024

MICHAEL BLUESTEIN
2322 8TH AVENUE
DELAND, FL 32724



SUBJECT: SYNC DENTAL GROUP HOLD CO.
Ref. Number: P24000036713

We have received your document for SYNC DENTAL GROUP HOLD CO. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE CHOOSE ONLY DOCUMENT TO FILE.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 224A00015798



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 12, 2024

MICHEL BLUESTEIN
2322 8TH AVENUE
DELAND, FL 32724

SUBJECT: SYNC DENTAL GROUP HOLD CO.
Ref. Number: P24000036713

We have received your document for SYNC DENTAL GROUP HOLD CO. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU HAVE TWO DIFFERENT TITLES ON YOUR ADMENDMENT.YOU DID NOT INCLUDE THE ADOPTION DATE.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 524A00017739