

TRANSMITTAL LETTER

P95000026772

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: M RAD INC.

(Proposed corporate name - must include suffix)

30000144413
-03/31/95--01007--003
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

GARY ZEIK

Name (printed or typed)

1681 N.W. 93rd AVE.

Address

PLANTATION, FL 33322

City, State & Zip

(305) 472-2456

Daytime Telephone number

FILED
APR 30 PM 1:56
TALLAHASSEE, FL
STATE

H. SIMS APR - 4 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: M RAD INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1681 N.W. 93rd AVE. PLANTATION, FL. 33322

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: GARY ZEIK

1681 N.W. 93rd AVE. PLANTATION, FL. 33322

FILED
95 MAR 30 PM 1:55
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

GARY ZEIK
1681 N.W. 93 ave PLANTATION FL. 33322

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

28 day of March, 19 95.

Gary Zeik
Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

M RAD INC.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

GARY ZEIK

(Name)

1681 N.W. 93rd AVE.

(P.O. Box or Mail Drop Box **NOT** acceptable)

PLANTATION, FL. 33322

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I 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 accept the obligations of my position as registered agent.

Gary Zeik
(Signature)

3/28/95
(Date)

FILED
55 MAR 30 PM 1:55

GLASSBERG & GLASSBERG, P.A.

1450 MADRIGA AVENUE
SUITE 302
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG
JENNIFER GLASSBERG
EMILY GLASSBERG
OF COUNSEL
JENNIFER WINTERBURN
KIM TUCKER
GARY NOVIKOFF

7316/9535
TAX ID 16/0104

P95000026772

April 22, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

500001809065
-05/06/96--01049--007
*****35.00 *****35.00

RE: M RAD, INC.

Gentlemen:

Enclosed please find two (2) copies of the Articles of Amendment of M RAD, INC. Also, enclosed please find our check in the amount of thirty-five (\$35.00) dollars made payable to the Secretary of State for filing fees of the above-mentioned amendment.

Should you have any questions with regard to the enclosed, please do not hesitate to contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg
For the Firm

DMG/lr
c:\corp\mrad.amd

Amend
96 MAY -3 AM 9:28
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
FOR
M RAD, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
9C MAY -3 AM 9:28

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:

M Rad, Inc. (the "Corporation")

2. The Articles of Incorporation are amended by striking therefrom Article III, in its entirety, and inserting in place thereof the following:

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue two classes of capital stock designated "Class A Common Stock" and "Class B Common Stock", respectively. The number of shares of Class A Common Stock authorized to be issued is twenty million (20,000,000) and shall have a par value of \$.01 per share. The number of shares of Class B Common Stock authorized to be issued is twenty million (20,000,000) and shall have a par value of \$.01 per share.

1. Liquidation and Dividend Rights.

1.1 Liquidation Rights. In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, (i) the holders of the Class A Common Stock shall be entitled to 99.9% of the assets of this Corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Class A Common Stock according to the number of shares of Class A Common Stock held by each such holder; and (ii) the holders of the Class B Common Stock shall be entitled to .01% of the assets of this Corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Class B Common Stock according to the number of shares of Class B Common Stock held by each such holder.

1.2 Reorganization. A reorganization, consolidation or merger of this Corporation with or into any other corporation or corporations or other entity or entities, or a sale, conveyance, lease, transfer or other disposition of all or substantially all the properties and assets of this Corporation, or a sale or other transfer, in a single transaction or in a series of related transactions, of 50% or more of the outstanding capital stock of this Corporation, shall not be deemed a liquidation, dissolution or winding up of this Corporation for the purpose of this Article III.

1.3 Valuation. Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as

determined in good faith by the Board of Directors of this Corporation.

1.4 Dividend Rights. The holders of the then outstanding Class A Common Stock shall be entitled to receive 99.9% percent of any dividends, when and as declared by the Board of Directors of this Corporation, and out of any funds and assets legally available therefore, such percentage to be divided pro rata among each of the holders of the Class A Common Stock according to the number of shares of Class A Common Stock held by each such holder. The holders of the then outstanding Class B Common Stock shall be entitled to receive .01% of any dividends, when and as declared by the Board of Directors of this Corporation, and out of any funds and assets legally available therefor, such percentage to be divided pro rata among each of the holders of the Class B Common Stock according to the number of shares of Class B Common Stock held by each such holder. Such dividends may be payable quarterly or otherwise as the Board of Directors of this Corporation may from time to time determine.

2. Voting Rights. Except as otherwise required by law, the rights of the holders of Class A Common Stock and Class B Common Stock to vote on any matters submitted to shareholders of this Corporation shall be as follows:

2.1 Class A Common Stock. Each holder of shares of Class A Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this Corporation and shall be entitled to one (1) vote for each share of Class A Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

2.2 Class B Common Stock. Each holder of shares of Class B Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this Corporation and shall be entitled to five (5) votes for each share of Class B Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

2.3 Class Voting. The holders of the Class A Common Stock and the holders of the Class B Common Stock shall vote together as a single class.

3. Other Rights. Except as otherwise provided in this Article III, the rights of the holders of the Class A Common Stock and the rights of the holders of the Class B Common Stock shall be identical.

4. Creation of Class A Common Stock Purchase Warrants and Reserving Class A Common Stock for Issuance upon Exercise of the Warrants.

The Corporation hereby creates an issue of Class A Common Stock Purchase Warrants, granting the right to purchase shares of Class A Common Stock of the Corporation, as set forth herein and in the form of Class A Common Stock Purchase Warrant adopted by the Board of Directors of the Corporation.

The Corporation hereby authorizes the issuance of Class A Common Stock Purchase Warrants, granting the right to a holder of Purchase Warrants to purchase one (1) share of Class A Common Stock of the Corporation for each Purchase Warrant held by a Class A Common Stock Stockholder. The right of the holders of the Purchase Warrants to purchase shares of Class A Common Stock shall commence on the issuance of the Class A Common Stock and shall expire on the 31st day of December, 2001.

The Corporation shall have sufficient shares of Class A Common Stock of the Corporation authorized. Said authorized Shares of Class A Common Stock shall be reserved for the sale to holders of said Class A Common Stock Purchase Warrants, or their assigns. Said reserved shares of Class A Common Stock shall only be issued upon the exercise of said Purchase Warrants.

The holders of the Purchase Warrants may exercise their Purchase Warrants by remitting \$3.00 per share of Class A Common Stock desired. The price for which the Class A Common Stock \$.01 par value of the Corporation shall be sold upon the exercise of the Purchase Warrants heretofore authorized shall be as follows:

Two Million (2,000,000) Shares of Class A Common Stock of the Corporation are hereby appropriated, reserved, and irrevocably set aside until December 31, 2001, for the purpose of satisfying the rights of the bearers of said Purchase Warrants by the sale to them of said shares of Class A Common Stock, in accordance with the terms and provisions thereof; and that as and when said Purchase Warrants are exercised by the bearers thereof, and the price for said shares of Class A Common Stock are paid, as provided in said Purchase Warrants, the Corporation shall issue, out of said Two Million (2,000,000) Common shares, certificates for shares of Class A Common Stock, in satisfaction of said Purchase Warrants.

The Articles of Incorporation are amended by adding Article VI, as follows:

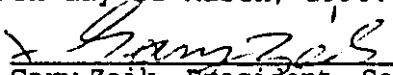
ARTICLE VI - INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its Incorporators, Officers and Directors to the fullest extent permitted by law either now or hereafter in effect.

The foregoing amendment was adopted by the sole member of the Board of Directors and the sole Stockholder present at the Special Joint Meeting of the Shareholders and Board of Directors, pursuant to Florida Statutes, on the 29th day of March, 1996.

There are no other Stockholders or Directors entitled to vote on this Amendment.

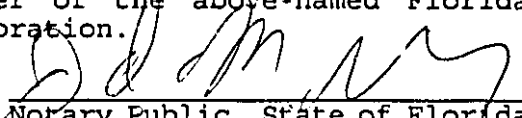
IN WITNESS WHEREOF, Gary Zeik, President, Secretary, Sole Director and Sole Stockholder of the Corporation, has executed these Articles of Amendment this 29th day of March, 1996.



Gary Zeik, President, Secretary,
Sole Director and Sole
Stockholder

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by Gary Zeik, the President, Secretary, Sole Director and Sole Stockholder of the above-named Florida corporation, on behalf of the Corporation.



Notary Public, State of Florida

My Commission expires: