

Document Number Only

P960000009434

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

00110117115630  
-01730796--01075--021  
+11170.00 -11170.00

96 JAN 30 P 2:35  
FILED  
TALLAHASSEE, FL  
SECRET  
BIO-SANCT AUGUST 1

☒ Profit - *h/s.*

☐ NonProfit

☐ Limited Liability

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of N.A.

☐ Filc. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ After 4:30

☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CH2F031 (1-89)

3:00  
1-30-96

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

96 JAN 30 P 1:48  
DIVISION OF CORPORATION  
R-96-35  
1-30-96

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

DIO SMART INCORPORATED

FILED  
96 JAN 30 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: DIO SMART INCORPORATED

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 283 N. North Lake Boulevard, Suite 111, Altamonte Springs, FL 32701

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1000

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

_____	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

_____	_____
_____	_____
_____	_____

(\*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

NONE

SEVENTH: PROVISIONS FOR THE REGUALTION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

As set forth in the By-Laws.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,  
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS \_\_\_\_\_, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

David Schwartz, c/o Moran & Schwartz, 120 Broadway, New York, NY 10271

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 29th DAY OF January, 1996

  
SIGNATURE/TITLE

David Schwartz, Incorporator

\_\_\_\_\_  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

FILED  
JAN 30 1996  
2:35  
SECRETARY OF STATE  
HALLMARKS  
ORDA

DATED January 30, 1996

BY Connie Bryan

CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

(TYPE NAME OF OFFICER)

\_\_\_\_\_  
(TITLE OF OFFICER)

Document Number Only

**P96000009434**

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

700001955167  
-09/24/96--01133--026  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

700001955167  
-09/24/96--01133--027  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

*Bio Smart Incorporated*

*Restated  
Articles*

- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☒ Amendment *restated  
Articles*  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ Fictitious Name Filing  
☐ CUS  
☐ After 4:30  
☒ Pick Up

FILED  
SEP 24 AM 9:31  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Name Availability	9/26/96
Document Examiner	AJH
Updater	DOH
Verifier	DOH
Acknowledgment	DOH
W.P. Verifier	DOH

9/24  
400789, 00579 00672

RECEIVED  
96 SEP 24 PM 12:09  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 24, 1996

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: BIO SMART INCORPORATED  
Ref. Number: P96000009434

We have received your document for BIO SMART INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

~~A certificate~~  
<sup>Statement</sup>  
A ~~certificate~~ must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 096A00044027

*please  
backdate  
CT Corp*

ARTICLES OF RESTATEMENT  
OF  
BIO SMART INCORPORATED

FILED  
96 SEP 24 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is BIO SMART INCORPORATED.

ARTICLE II

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal office and the mailing address of the Corporation is:  
283 N. North Lake Boulevard, Suite 111, Altamonte Springs, FL 32701.

ARTICLE III

CAPITAL STOCK

A. Authorized Shares.

The total number of shares of capital stock which the Corporation shall have authority to issue, from time to time, is 1,000 shares of Common Stock (the "Common Stock"), and 300,000 shares of Preferred Stock (the "Preferred Stock").

B. Common Stock.

(a) Voting. Each share of Common Stock shall be entitled to one vote. So long as any Common Stock is outstanding, and except as otherwise expressly provided elsewhere herein, each share of Common Stock shall entitle the holder thereof to vote on all matters to be voted upon at any meeting of the stockholders of the Corporation.

(b) Dividends. Subject to any restrictions imposed by any series of outstanding Preferred Stock, the Corporation shall pay, when, as and if declared by the Board of Directors, so long as permitted under the Business Corporation Act of the State of Florida and out of funds legally available therefor, dividends on its Common Stock.

C. Preferred Stock.

(a) Issuable in Series. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors also is authorized to determine or alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issuance of shares of that series. The rights, preferences, privileges and restrictions of the series of Preferred Stock designated as the "Series A Redeemable Preferred Stock" are set forth in Article III.C(b) below.

(b) Series A Redeemable Preferred Stock.

1. Designation: Number of Shares. There is hereby created from the authorized and unissued shares of Preferred Stock a series of Preferred Stock designated as the Corporation's "Series A Redeemable Preferred Stock". The number of shares of Series A Redeemable Preferred Stock shall be 115,000.

2. Voting. a. Except as otherwise expressly provided herein or as required by law, the holder of each share of the Series A Redeemable Preferred Stock shall not have any voting rights. With respect to any matter on which the holders of the Series A Redeemable Preferred Stock shall be entitled to vote, the holder of each share of the Series A Redeemable Preferred Stock shall be entitled to the number of votes equal to the number of shares of Series A Redeemable Preferred Stock held by such holder and shall be entitled to notice of any stockholders' meeting in accordance with the By-laws of the Corporation.

b. So long as shares of Series A Redeemable Preferred Stock are outstanding, and except as otherwise provided by the Business Corporation Act of the State of Florida, the Corporation shall not without first obtaining the approval of the holders of at least a majority of the then outstanding shares of Series A Redeemable Preferred Stock create any new class or series of stock or any other securities convertible into equity securities of the Corporation having a preference over the Series A Redeemable Preferred Stock with respect to dividends, redemption or liquidation. No vote of the holders of Series A Redeemable Preferred Stock shall be required to create any security which is on a parity with the Series A Redeemable Preferred Stock and which has liquidation, merger and dividend preferences or conversion rights commensurate with its purchase price.

c. So long as shares of Series A Redeemable Preferred Stock are outstanding, and except as otherwise provided by the Business Corporation Act of the State of Florida, the Corporation shall not without first obtaining the approval of the holders of at least a majority of the then outstanding shares of the Series A Redeemable Preferred Stock alter or change the



rights, preferences or privileges of the shares of Series A Redeemable Preferred Stock so as to affect adversely the holders of the altered or changed series.

d. So long as any shares of Series A Redeemable Preferred Stock remain outstanding, the Corporation shall not nor shall it permit any of its subsidiaries to, without the approval of the holders of the majority of the Series A Redeemable Preferred Stock, voting as a separate class, purchase, redeem or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any of the Common Stock.

3. Dividends. a. Out of the funds of the Corporation legally available for dividends, the holders of the Series A Redeemable Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends at the per annum rate of 4% of the Original Series A Issue Price (as hereinafter defined) per share, and no more, payable quarterly on the first business day of April, July, October and January in each year to the holders of record on such respective dates as may be determined by the Board of Directors in advance of the payments, from the Date of Cumulation (as hereinafter defined), before any sum or sums shall be set aside for the purchase or redemption of the Series A Redeemable Preferred Stock or any class or series of stock ranking on a parity with the Series A Redeemable Preferred Stock as to dividends or distribution of assets and before any dividend shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, or any payment shall be made on account of the purchase of, the Common Stock or of any class or series of stock ranking junior to the Series A Redeemable Preferred Stock as to dividends or distribution of assets; and such dividends upon the Series A Redeemable Preferred Stock shall be cumulative (whether or not in any quarter during which dividends are payable there shall be funds of the Corporation legally available for the payment of such dividends), so that, if at any time dividends upon the outstanding Series A Redeemable Preferred Stock at the per annum rate hereinabove specified from the Date of Cumulation to the end of the then current quarter shall not have been paid or declared and a sum sufficient for the payment thereof set apart for such payment, the amount of the deficiency shall be fully paid, but without interest, or dividends in such amount declared and a sum sufficient for the payment thereof set apart for such payment, before any sum or sums shall be paid or set aside for the purchase or redemption of the Series A Redeemable Preferred Stock or any class or series of stock ranking on a parity with the Series A Redeemable Preferred Stock as to dividends or distribution of assets and before any dividend shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, or any payment shall be made on account of the purchase of, the Common Stock or of any class or series of stock ranking junior to the Series A Redeemable Preferred Stock as to dividends or distribution of assets.

All dividends declared on the Series A Redeemable Preferred Stock for any quarter and on any class or series of stock ranking on parity with the Series A Redeemable Preferred Stock as to dividends shall be declared pro rata so that the amounts of dividends per share declared for such period on the Series A Redeemable Preferred Stock and on any class or series of stock ranking on a parity with the Series A Redeemable Preferred Stock as to dividends that were outstanding during such period shall in all cases bear to each other the same proportions that the

respective dividend rates of such stock for such period bear to each other.

b. "Date of Cumulation" shall mean the date on which shares of the Series A Redeemable Preferred Stock are first issued. In the event of the issue of additional shares of the Series A Redeemable Preferred Stock, the Date of Cumulation with respect to such additional shares shall mean the date on which such additional shares are first issued.

4. Liquidation Preference. a. Upon the dissolution, complete liquidation or winding up of the Corporation, the holder of each share of Series A Redeemable Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment or distribution shall be made on the Common Shares or any other class of capital stock ranking junior to the Series A Redeemable Preferred Stock upon liquidation which may be authorized and issued from time to time, an amount per share of Series A Redeemable Preferred Stock equal to the sum of (x) \$1.00 per share of Series A Redeemable Preferred Stock (the "Original Series A Issue Price"), plus (y) any cumulated dividends unpaid through such date (the "Series A Liquidation Preference"); provided that if the amounts distributable to stockholders are not sufficient to make full payment of the aforesaid preferential amounts to the holders of the Series A Redeemable Preferred Stock in accordance herewith and to the holders of each other series of Preferred Stock ranking on a parity with the Series A Redeemable Preferred Stock, then, subject to the rights of series of Preferred Stock which may from time to time come into existence, the entire amount distributable to stockholders shall be distributed among the holders of the Series A Redeemable Preferred Stock and each other series of Preferred Stock entitled to participate therein in proportion to the liquidation preference of the shares held by each such holder.

b. Neither the merger or consolidation of the Corporation, nor the sale, lease or conveyance of all or part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily.

c. In the event the assets of the Corporation available for distribution to the holders of shares of Series A Redeemable Preferred Stock upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, shall be insufficient to pay the Series A Liquidation Preference in full, no such distribution shall be made on account of any shares of any other class or series of capital stock of the Corporation ranking on a parity with or junior to the shares of Series A Redeemable Preferred Stock upon such dissolution, liquidation or winding up unless, in the case of any capital stock ranking on a parity with the Series A Redeemable Preferred Stock, distributive amounts shall be paid on account of the shares of Series A Redeemable Preferred Stock, ratably, in proportion to the full distributable amounts to which holders of all such parity shares are respectively entitled upon such dissolution, liquidation or winding up.

5. Redemption. a. The Corporation (unless prevented from doing so by law) shall redeem shares of the Series A Redeemable Preferred Stock out of assets legally available therefor on the first business day following each anniversary of the Date of

Cumulation as may be required to redeem 20% of the Series A Redeemable Preferred Stock originally issued until all the Series A Redeemable Preferred Stock shall be redeemed or otherwise acquired by the Corporation. Shares of Series A Redeemable Preferred Stock so redeemed shall be redeemed pro rata among the holders thereof with respect to their relative holdings of Series A Redeemable Preferred Stock. The redemption price shall equal the Original Series A Issue Price for each share redeemed. The Series A Redeemable Preferred Stock shall only be redeemed after full cumulative dividends upon the Series A Redeemable Preferred Stock then outstanding shall have been paid or declared and a sum sufficient for payment thereof set apart for such payment for all past quarters. The redemption price shall be paid to the holders of the Series A Redeemable Preferred Stock in cash upon actual delivery to the Corporation of certificates for the number of shares to be redeemed, duly endorsed in blank or accompanied by proper instruments of assignment and transfer thereof duly endorsed in blank. From and after the date of any redemption, all dividends on the Series A Redeemable Preferred Stock called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Corporation with respect to such shares shall cease and terminate, except the right to receive the redemption price.

6. Reacquired Shares. Any shares of Series A Redeemable Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled upon acquisition thereof and shall not be reissued by the Corporation.

7. Merger, Consolidation. At any time, in the event of:

(a) any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) which will result in the Corporation's shareholders immediately prior to such transaction not holding (by virtue of such shares or securities issued solely with respect thereto) at least 50% of the voting power of the surviving or continuing entity, or

(b) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's shareholders immediately prior to such sale will, as a result of such sale, hold (by virtue of securities issued as consideration for the Corporation's sale) at least 50% of the voting power of the purchasing entity, then

a. Holders of the Series A Redeemable Preferred Stock shall receive for each share of such stock in cash or in securities received from the acquiring corporation, or in a combination thereof, at the closing of any such transaction, the Series A Liquidation Preference; provided that if the amounts distributable to stockholders are not sufficient to make full payment of the aforesaid preferential amounts to the holders of the Series A Redeemable Preferred Stock in accordance herewith, then, subject to the rights of series of Preferred Stock which may from time to time come into existence, the entire amount distributable to stockholders shall be distributed among the holders of

the Series A Redeemable Preferred Stock and any other series of Preferred Stock entitled to participate therein in proportion to the liquidation preference of the shares held by each such holder.

b. The Corporation shall give each holder of record of Series A Redeemable Preferred Stock written notice of such impending transaction not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 7, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of a majority of the voting power of the Series A Redeemable Preferred Stock.

c. The provisions of this Section 7 are in addition to the provisions of Section 2 hereof.

#### ARTICLE IV

##### INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, FL 33324, and the name of its initial registered agent at such address is CT Corporation System.

Connie Bryan  
Connie Bryan  
Special Assistant Secretary

#### ARTICLE V

The Corporation has not yet issued any shares.. These Articles of Restatement were duly adopted by the Board of Directors of the Corporation without shareholder action, pursuant to section 607.1005 of the BCA

ARTICLE VI

NAME AND ADDRESS OF INCORPORATOR

The name and address of the sole incorporator of the Corporation is : David Schwartz, c/o Morea & Schwartz, 120 Broadway, New York, New York 10271.

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF RESTATEMENT THIS 25<sup>th</sup>  
— DAY OF JUNE, 1996.



Name: William P. Millrine

Title: Chairman