

P98000022647

CRAIG F. HALL
BOARD CERTIFIED
CIVIL TRIAL PRACTICE

317 N.E. 1ST STREET
GAINESVILLE, FL 32601

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HALL & HALL, P.A.
ATTORNEYS AT LAW
☒ REPLY TO: P.O. BOX 2188
GAINESVILLE, FL 32602

☐ REPLY TO: P.O. BOX 1258
JACKSONVILLE, FL 32201

March 5, 1998

VALERIE HALL MANUEL
BANKRUPTCY

300 WEST ADAMS STREET
SUITE 550
JACKSONVILLE, FL 32202

1-904-355-9441
FAX 1-904-355-9725

Department of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

400002450444--7
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*****78.75 *****78.75

Re: VITALFLOR, INCORPORATED

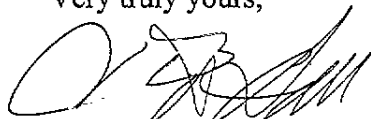
Dear Gentlepersons:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$78.75 representing the filing fee and Certificate of Status charge. I am also enclosing my Acceptance of Designation as Resident Agent which has been executed by the undersigned.

Please file the enclosed Articles of Incorporation and return a Certificate of Status to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,


CRAIG F. HALL

CFH:jm

Enclosures

FILED
98 MAR -9 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 11 1998

**ARTICLES OF INCORPORATION
OF
VITALFLOR, INCORPORATED**

**ARTICLE I
CORPORATE NAME**

The name of this corporation is VITALFLOR, INCORPORATED. The principal office is 317 N.E. First Street, Gainesville, Alachua County, Florida 32601.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida; more particularly, to assemble and market equipment and methodology for using supravital microscopic fluorescence technique in biological screening; to engage in creating and marketing other diagnostic devices, technology and processes; and to engage in related activities.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one particular time is five thousand (5,000) shares of common stock, having a par value of One (\$1.00) Dollar per share.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing upon the filing of these Articles.

FILED
98 MAR -9 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

CRAIG F. HALL
317 N.E. First Street

Gainesville, Florida 32602

The Board of Directors, from time to time, may move the registered office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street addresses are:

ANDREW E. LORINCZ, M.D.	3628 Belle Meade Way Birmingham, Alabama 35223
DIANE D. LORINCZ	3628 Belle Meade Way Birmingham, Alabama 35223
DANIEL C. ROSZEL	2350 N.W. 16 th Avenue Gainesville, Florida 32605
ROBERT E. SUTTON	2978 Polo Club Road Nashville, Tennessee 37221

The persons named as initial Directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII **INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

DAN ROSZEL 2350 N.W. 16th Avenue
Gainesville, Florida 32605

ARTICLE IX **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X **BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE XI **INITIAL ISSUANCE OF STOCK**

The shares of capital stock in this corporation shall be issued initially to the following persons and in amounts set opposite their names:

ANDREW E. LORINCZ, M.D.	1,650 Shares
DIANE D. LORINCZ	900 Shares
DANIEL C. ROSZEL	750 Shares
ROBERT E. SUTTON	250 Shares
Retained Capital Stock	1,450 Shares

ARTICLE XII **RESTRICTIONS ON TRANSFER OF STOCK**

The shares held by the initial Stockholders and any retained capital shares subsequently issued to other stockholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation.

The times and terms at which, and the time within which these shares may be offered and sold shall be further specified by written agreement among all the stockholders in this corporation.

ARTICLE XIII **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV **INITIAL CAPITAL CONTRIBUTION**

The shareholders of this corporation, ANDREW E. LORINCZ, M.D., and DIANE D. LORINCZ, agree to make an initial capital contribution to the corporation consisting of cash totaling Two Thousand Five Hundred Fifty (\$2,550.00) Dollars, shareholder DANIEL C. ROSZEL agrees to make an initial capital contribution to the corporation consisting of cash

totaling Seven Hundred Fifty (\$750.00) Dollars, and shareholder ROBERT E. SUTTON agrees to make an initial capital contribution to the corporation consisting of cash totaling Two Hundred Fifty (\$250.00) Dollars. It is stipulated and agreed by the shareholders that this contribution is the equivalent of One (\$1.00) Dollar for each share of initial capital stock received by the shareholders.

ARTICLE XV
DISSOLUTION

This corporation may be dissolved at any time by an affirmative vote of the stockholders holding seventy-five (75%) percent of the capital stock at a meeting of the stockholders called for that purpose in the manner, not inconsistent with the law, set forth in the By-Laws. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Upon dissolution of the corporation, all assets of the corporation shall be first used to pay all existing corporate debts. All remaining assets after the payment of all existing corporate debts shall be divided among the owners of capital stock in accordance with their respective shares.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 5th day of March, 1998.



DAN ROSZEL

STATE OF FLORIDA :

COUNTY OF ALACHUA :

BEFORE ME personally appeared DAN ROSZEL, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 5th day of March, 1998.

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA



Janice McCluskey
MY COMMISSION # CC603413 EXPIRES
January 6, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF DESIGNATION
AS RESIDENT AGENT**

Having been named to accept service of process for VITALFLOR, INCORPORATED, at a place designated in the Articles of Incorporation of said corporation, I hereby accept to act in that capacity.



CRAIG F. HALL
Post Office Box 2188
Gainesville, Florida 32602
1-352-375-2290

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA