

**G94649**

Florida Department of State  
Division of Corporations  
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**WILLOUGH HEALTHCARE, INC.**

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October 26, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

WILLOUGH HEALTHCARE, INC.  
15310 AMBERLY DRIVE  
SUITE 310  
TAMPA, FL 33647US

SUBJECT: WILLOUGH HEALTHCARE, INC.  
REF: G94649

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.

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Darlene Connell  
Regulatory Specialist II

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H 09000227216 3

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**WILLOUGH HEALTHCARE, INC.**

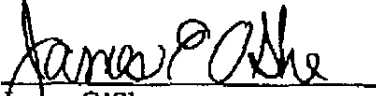
- I. The Articles of Incorporation of WILLOUGH HEALTHCARE, INC. are hereby amended to delete all provisions therein contained that authorize the issuance of Common or Preferred Stock, and inserting the following in lieu thereof:

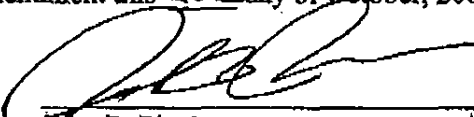
This corporation is authorized to issue 10,000,000 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

- II. The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on the 22 day of October, 2009.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 22 day of October, 2009.

  
James O'Shea,  
Secretary/Vice President

  
John R. Picciano,  
President

Prepared by:  
J. Paul Raymond, Esq.  
P. O. Box 1669  
Clearwater, FL 33757  
(727) 441-8966  
Fla. Bar No. 169268

SECRETARY OF STATE  
ALFANSSSE, FLORIDA

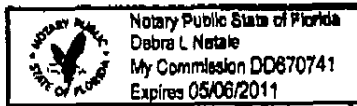
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COUNTY OF Hillsborough

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **John R. Picciano** and **James O'Shea**, respectively President, and Vice President and Secretary of said corporation, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced \_\_\_\_\_ as identification and who did take an oath and he/she acknowledged before me that each executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, FL, said County and State, this 22 day of October, 2009.

Debra L. NatalePrint Name: Debra Natale  
Notary Public State of Florida  
My Commission Expires: 5-6-2011

Prepared by:  
J. Paul Raymond, Esq.  
P. O. Box 1869  
Clearwater, FL 33757  
(727) 441-8966  
Fla. Bar No. 169268

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