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TALLAHASSEE, FLORIDA

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Amend

T BROWN MAR 15 2005

JONES WALKER

Yvonne G. Grassie, Esq.
Direct Dial: 305-679-5724

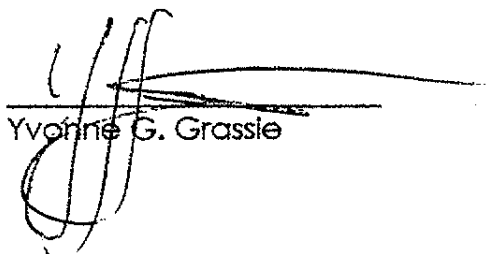
January 21, 2005

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

Re: World Health Care, Inc.

Enclosed please find the original and one copy of the Amendment to the Articles of Incorporation for the above referenced entity along with a check in the amount of \$43.75 in payment of the filing fee and the fee for a certified copy of the Amendment.

Very truly yours,



Yvonne G. Grassie

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.
601 BRICKELL KEY DRIVE • SUITE 500 • MIAMI, FLORIDA 33131 • 305-679-5700 • FAX 305-679-5710

BATON ROUGE HOUSTON LAFAYETTE MIAMI NEW ORLEANS WASHINGTON, D.C.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 1, 2005

YVONNE G. GRASSIE
JONES, WALKER, WAECHTER, ET AL
601 BRICKELL KEY DRIVE, SUITE 500
MIAMI, FL 33131

SUBJECT: WORLD HEALTH CARE, INC.
Ref. Number: W05000005153

We have received your document for WORLD HEALTH CARE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 305A00007108

JONES WALKER

Yvonne G. Grassie, Esq.
Direct Dial: 305-679-5724

February 21, 2005

Department of State
Division of Corporations
Attn: Theresa Brown, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

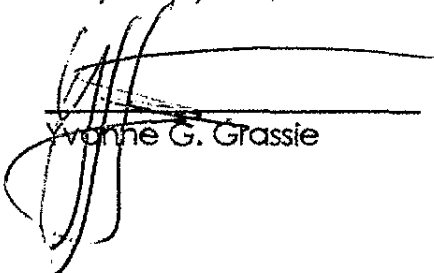
Re: World Health Care Services, Inc.

Dear Ms. Brown:

Enclosed please find the original and one copy of the corrected Amendment to the Articles of Incorporation for the above referenced entity. I made the corrections to the Amendment pursuant to your letter dated February 1, 2005. Please apply the fee of \$43.75 previously sent in to you as payment of the filing fee and the fee for a certified copy of the enclosed corrected Amendment.

Thank you in advance for your assistance.

Very truly yours,



Yvonne G. Grassie

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.
601 BRICKELL KEY DRIVE • SUITE 500 • MIAMI, FLORIDA 33131 • 305-679-5700 • FAX 305-679-5710

BATON ROUGE HOUSTON LAFAYETTE MIAMI NEW ORLEANS WASHINGTON, D.C.



Yvonne G. Grassie
Direct Dial 305-679-5724
Direct Fax 305-679-5710
ygrassie@joneswalker.com

March 4, 2005

Via U.S. Mail

Teresa Brown
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Teresa:

Pursuant to my telephone conversation with your office earlier today, I modified the Articles of Incorporation to indicate that there are no members as opposed to shareholders entitled to vote. Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to be 'Yvonne G. Grassie', written over a horizontal line.

Yvonne G. Grassie

YGG/mgt

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

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BATON ROUGE HOUSTON LAFAYETTE MIAMI NEW ORLEANS WASHINGTON, D.C.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 28, 2005

YVONNE G. GRASSIE
JONES, WALKER, WAECHTER, ET AL
601 BRICKELL KEY DRIVE, SUITE 500
MIAMI, FL 33131

SUBJECT: WORLD HEALTH CARE SERVICES, INC.
Ref. Number: N04000005149

We have received your document for WORLD HEALTH CARE SERVICES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 605A00013698

**Amendment to the Articles of Incorporation
of
World Health Care Services, Inc.**

FILED
05 MAR 14 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, on behalf of the Board of Directors of World Health Care Services, Inc. ("Corporation"), has hereby executed this Amendment to the Corporation's Articles of Incorporation to reflect the Board of Directors' adoption of the following provisions:

1. The Articles of Incorporation shall be amended by adding the following new Article Eight as follows:

**ARTICLE EIGHT
501(c)(3) RESTRICTIONS**

1. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code ("IRC"), or corresponding section of any future federal tax code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other purposes not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the IRC or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC, or corresponding section of any future federal tax code.

3. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. The remaining provisions of the Corporation's Articles of Incorporation as filed with the Florida Division of Corporations on May 24, 2004 shall remain unchanged.

3. There being no ~~shareholders~~ ^{members} entitled to vote on the foregoing Amendment, the Amendment was adopted by the Board of Directors on January 24, 2005.

In witness whereof, the undersigned has executed this Amendment to the Corporation's Articles of Incorporation this 21 day of February, 2005.

By: _____

Wilfredo M. Ventura, M.D.
President