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C & L MEDICAL SERVICES INC.

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Amend

(4)

H07000136594

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF**

C & L MEDICAL SERVICES, INC.

P06000047366

(Present Name of Corporation)

FILED
07 MAY 21 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: Indicate article number(s) being amended, added or deleted.

ARTICLE IV:

DELETE REG AGENT: ERNESTO ALVAREZ

ADD REG AGENT: LEONARDO O'REILLY, 2040 N.E 163RD ST, STE 202C, MIAMI BEACH, FL 33162

ARTICLE VI:

DELETE DIRECTOR/PRESIDENT: ERNESTO ALVAREZ

ADD AS P/S/D: LEONARDO O'REILLY, 2040 N.E 163RD ST, STE 202C, MIAMI BEACH, FL 33162

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendments adoption:

MAY 18, 2007

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): A The number of votes cast for the amendment(s) was/were sufficient for approval by A. (Voting group)

☐ The amendment(s) was/were adopted by board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

SIGNED THIS 18TH DAY OF MAY, 2007

SIGNATURE:

Leonardo O'Reilly

(By the Chairman or Vice Chairman of the Board of Directors, President, Incorporator, Director, Registered Agent or other officer if adopted by the shareholders.)

**TYPED OR PRINTED NAME: LEONARDO O'REILLY
TITLE: PRESIDENT/DIRECTOR**

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

C & L MEDICAL SERVICES, INC
(Present Name)

2040 N.E. 163rd Street Ste. 202C

MIAMI BEACH, FL 33162
(Address)

P06000047366
(Document Number of Corporation)

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered 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.

LEONARDO O'REILLY
Registered Agent Signature

LEONARDO O'REILLY
Printed Name

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INDEMNITY AGREEMENT

THIS AGREEMENT, made the 18th of May, 2007, by ERNESTO ALVAREZ referred to as "SELLER" in favor of LEONARDO O'REILLY hereinafter referred to as "PURCHASER". The parties have entered into a "STOCK PURCHASE/SALE AGREEMENT" dated May 18th, 2007, regarding the stock of C & L MEDICAL SERVICES, INC., ERNESTO ALVAREZ hereby enters into this "INDEMNITY AGREEMENT", and agrees as follows:

THE SELLER agrees to, and shall indemnify and hold harmless the PURCHASER, against the following:

1. Any Claims against the Corporation for accrued rent for the lease on the premises located at 2040 N.E. 163 Street, Suite 202C, Miami Beach, Florida 33162.

2. Any Claims against the Corporation for charges that arose out of the operation of the business prior to the date of sale.

3. SELLER herein also agree that in connection with any litigation including appellate proceeding arising out of this Agreement, the prevailing party shall be entitled to recover reasonable attorney's fees and costs.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 18th day of May, 2007.

Signed, sealed and delivered in presence of us:

C & L MEDICAL SERVICES, INC.



BY: ERNESTO ALVAREZ
PRESIDENT/ SECRETARY
SHAREHOLDER/DIRECTOR

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18th day of May, 2007 by ERNESTO ALVAREZ in his capacity as Officer/Stock-holder of C & L MEDICAL SERVICES, INC. and produced his Florida driver's license as identification. Number 446-200-57-010-0

Notary Public, State of Florida

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