

P09000087479

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

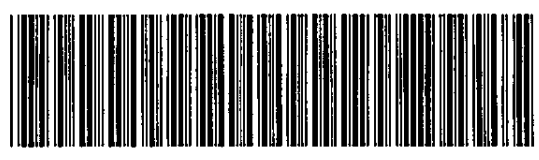
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAR 30 2016
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Profound Medical Equipment, Inc.

DOCUMENT NUMBER: P09000087479

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Terri Vaniwarden-Romero
Name of Contact Person
Profound Medical Equipmt.
Firm/ Company
7111 Hiawassee Overlook Dr
Address
Orlando FL 32835
City/ State and Zip Code
TRomero6239@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Terri Romero at (407) 334-4459
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☒ \$52.50 Filing Fee & Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Profound Medical Equipment

(Name of Corporation as currently filed with the Florida Dept. of State)

PO9000087479

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

Terri VanIwarden-Romero

7111 Hiawassee Overlook Dr Orlando FL 32835

(Florida street address)

New Registered Office Address:

Orlando

(City)

Florida 32835

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

I am making this Amendment because Rafael Romero Jr has removed me from my business fraudelently. I Am the incorporator & restry of my business. He has made these changes illegally.

I have attached a letter also for your Records. So that he does not do the again.

F. 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:

(if not applicable, indicate N/A)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u> </u> Change	<u>Pres</u>	<u>Rafael Romero, Jr</u>	<u>8004 Crandal Court</u>
<u> </u> Add			<u>Orlando Fl 32822</u>
<u>xx</u> <u> </u> Remove			
2) <u> </u> Change	<u>Pres</u>	<u>Terri VanIwarden-Romero</u>	<u>7111 Hiawassee Overlook Dr</u>
<u>xx</u> <u> </u> Add			<u>Orlando, FL 32835</u>
<u> </u> Remove			
3) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
4) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

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BUSINESS BANKRUPTCY ATTORNEY

March 22, 2016

DIRECT DIAL: (407) 481-5804
EMAIL: JLUNA@LSEBLAW.COM

VIA FEDERAL EXPRESS AND ELECTRONIC MAIL

Rafael Romero, Jr.
8004 Crandal Court
Orlando, FL 32822
rafael1pmc@gmail.com

Re: *Profound Medical Equipment, Inc. & Terri Romero v. Rafael Romero, Jr.*

Dear Mr. Romero:

My name is Justin Luna and I represent Ms. Terri Romero ("Ms. Romero") and Profound Medical Equipment, Inc. ("Profound"). ~~As you~~ are aware, my client is the President of Profound. Additionally, you and Ms. Romero are the only shareholders of Profound. In a closely held corporation, shareholders owe a fiduciary duty of care and loyalty to each other. It has come to my attention that you have taken deliberate actions that permanently damaged Profound's business as well as breached the fiduciary duty you owe to Ms. Romero.

As Vice President of Operations for Profound, you were responsible to insure that Profound continued to operate as a going concern for the benefit of Profound's customers, employees and shareholders. In February 2016 you converted Forty Three Thousand Two Hundred Dollars (\$43,200.00) from Profound for your personal benefit. There was no business reason for the taking of these funds and this transfer was not approved by my client for any reason. As a direct result of your actions, many of Profound's vendors were denied timely processing of their payments causing irreparable damage to the business. It has also come to our attention that you have attempted to deliberately sabotage a number of relationships with vendors as well as customers based on your ongoing personal issues with Ms. Romero. We have also been advised that you completely disregarded your duties as an officer and as an employee of the company for more than six (6) months.

Based on your intentional and malicious acts, my client intends to bring claims against you for: (i) breach of fiduciary duty, (ii) conversion, (iii) tortious interference with a business relationship, (iv) unjust enrichment, (v) civil theft and any other causes of actions that may be available to my client, including but not limited to, a permanent injunction. Notably, if you are found liable for civil theft, treble damages are an available remedy. Furthermore, you are hereby notified that your employment relationship with Profound is terminated immediately.

LATHAM, SHUKER, EDEN & BEAUDINE, LLP

Mr. Rafael Romero, Jr.

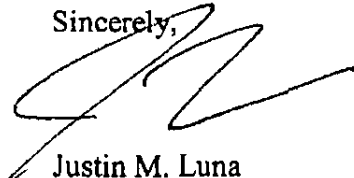
March 22, 2016

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Additionally, demand is hereby made for the return of the lump sum of Forty Four Thousand Dollars and No Cents (\$44,000.00) to Profound no later than **close of business on March 27, 2016**. Failure to take such action may result in my clients in taking legal action including the award of damages, attorneys' fees and costs as well as treble and punitive sanctions.

PLEASE GOVERN YOURSELF ACCORDINGLY.

Sincerely,

A handwritten signature in black ink, appearing to be 'Justin M. Luna', written over a horizontal line.

Justin M. Luna

cc: Client

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

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

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

Dated 3/29/14

Signature

Terri Vaniwarden-Romero
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Terri Vaniwarden-Romero
(Typed or printed name of person signing)

President / owner
(Title of person signing)