

P10000077542

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

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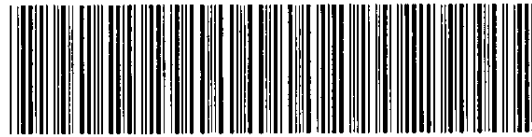
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OCT 22 2010

EXAMINER

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10/22/10--01017--010 **35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: 305 MEDICAL CARE, INC.

DOCUMENT NUMBER: P10000077542

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

Please return all correspondence concerning this matter to the following:

DR. ANDREW M. BASILE

Name of Contact Person

305 MEDICAL CARE INC.

Firm/ Company

13936 NW 7TH AVENUE

Address

MIAMI, FLORIDA 33168

City/ State and Zip Code

DR.BASILE@305MEDICALCARE.COM

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

ANDREW M. BASILE D.O.

Name of Contact Person

at (786)

360-3803

Area Code & Daytime Telephone Number

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

<input type="checkbox"/> \$35 Filing Fee	<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
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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

305 MEDICAL CARE INC.

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

P10000077542

(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:

DR. ANDREW M. BASILE

13936 NW 7TH AVENUE

New Registered Office Address:

(Florida street address)

MIAMI

(City)

Florida 33168

(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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>PRES</u>	<u>TOO MUCH INC.</u>	<u>13936 NW 7TH AVE MIAMI FL 33127</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>CEO</u>	<u>AMADO LEGUILLOW</u>		<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

305 MEDICAL CARE INC. HAS BEEN PURCHASED IN ITS ENTIRETY

BY TOO MUCH INC.

SALES CONTRACT RATIFIED BY OFFICIER OF BOTH COMPANIES (SEE ATTACHE)

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)

N/A

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The date of each amendment(s) adoption: 09/30/10
(date of adoption is required)
Effective date if applicable: 09/30/10
(no more than 90 days after amendment file date)

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 09/30/10

Signature _____

(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)

ANDREW M. BASILE, D.O.
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

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Too Much Inc., a Florida Corp with all stock owned by Andrew M. Basile, D.O., a physician holding an unencumbered license to practice medicine in the State of Florida, agrees to purchase 305 Medical Care Inc., a Florida Corp with all stock owned by Amado Leguillow, on September 30, 2010. The preliminary purchase price is agreed to be \$300,000.00. This price is predicated upon accounting records documenting an investment of at least \$100,000.00 prior to the sale as well as a cash on-hand to be left in the account of 305 Medical Care Inc. of \$7000.00. Leguillow guarantees that 305 Medical Care Inc has no outstanding business debt such as mortgages, loans, and/or revolving credit accounts and that no governmental action or legal suit is pending or anticipated regarding his ownership or other liability. Should any fine or judgment be levied against the company regarding corporate activities on or before June 30, 2010, said amount shall be deducted in its entirety from the final purchase price.

Additionally, the following conditions are to be met by Leguillow within one month of the sale:

Exterior Paint

Replace Awning over entrance doorway

Provide 2 signs or banners with the name "305 Medical Care" and install same on the front and side of the building

Payment of all accrued salaries, commissions, contractual amounts, taxes and withholdings, and all bills due on or before the sale date. This is to include a \$5000.00 settlement to the independent contractor physician as agreed in lieu of contractually guaranteed income of \$27,000 for the month of August, 2010, said income unrealized due to delayed licensure of the business.

Provide a time delay deposit safe

Repair/remodel the lab area and create an employee break room in part of that space

Obtain insurance for the company to protect from loss due to fire and theft and disaster as well as liability.

Since it is the intent of the parties to this contract to share equally in the success of the company, it is agreed that the final purchase price shall be adjusted to include 50% of any corporate income over \$600,000.00 as of June 30, 2012. Similarly, should the company fail to earn at least \$600,000.00 by June 30, 2012, one-half of the shortfall shall be deducted from the final purchase price of the business.

The purchase price of 305 Medical Care shall be financed by Leguillow through June 30, 2012 with simple interest accruing at the rate of 4% per annum. It is understood and agreed that 305 Medical Care Inc will devote the first \$2000.00 of monthly income to its cash reserve account until said account reaches a balance of \$100,000.00. All residual monthly corporate income will be tendered to Leguillow as a monthly payment towards the purchase of the company until Leguillow is paid-in-full.


Should an offer to sell 305 Medical Care Inc be accepted on or before June 30, 2012, all principle and interest remaining towards the final purchase price of 305 Medical Care must first be paid in full. The remainder, if any, will be divided equally between Basile and Leguillow.

It is the intent of the parties to once more become equal equity partners on or before July 1, 2012 in two ventures, one of which includes 305 Medical Care Inc. To this end, Leguillow agrees to incorporate

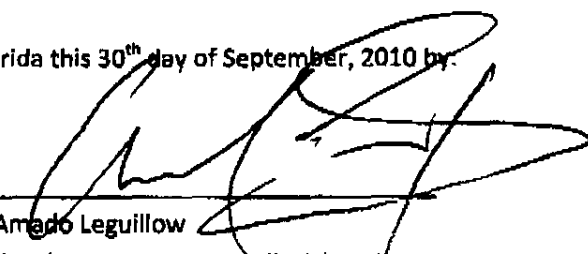
and develop a new business delivering clinic-based medical care beginning after October 1, 2010. This new clinic practice will share space with 305 Medical Care Inc. at 305 Medical Care's sole expense. Until combined patient volumes dictate hiring additional staff, 305 Medical Care Inc employees will provide services to patients from both companies. Once the patient volumes match or can be made to do so, and at the discretion of both parties to this agreement but not later than June 30, 2012, the two corporations will be merged in a trade of 50% of corporate stock to each and no cash exchange. Failure of either party to perform as described in this paragraph shall entitle the other party to damages equal to 12 months aggregate profits of the combined companies based upon performance in the preceding 3 months of business.

This is a Florida contract agreed to and signed in Florida by agents of two Florida Corporations and as such will be governed by Florida Law.

Agreed to and signed in Miami-Dade County Florida this 30th day of September, 2010 by.



Andrew M. Basile, D.O.
President, Too Much Inc.



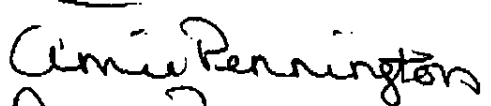
Amado Leguillow
CEO/President, 305 Medical Care Inc.

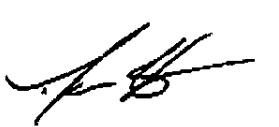


Witness-Chaz Leguillow



Witness- Chris A. Willis


Amie Pennington
Amie Pennington

 - Tonicka Brown