

P13000055667

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

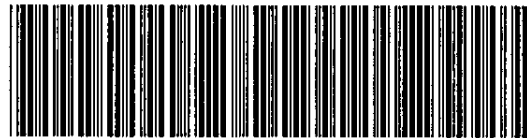
(Business Entity Name)

(Document Number)

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14 DEC 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CRM
12-16-14

COVER LETTER

TO: Amendment Section
Division of Corporations

FILED
14 DEC 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: Florida Rehabilitation Center Corp.

DOCUMENT NUMBER: P13000055667

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

Please return all correspondence concerning this matter to the following:

Dunay Aguiar

Name of Contact Person

Florida Rehabilitation Center Corp.

Firm/ Company

815 NW 57 AVE SUITE 204

Address

MIAMI, FL 33126

City/ State and Zip Code

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

For further information concerning this matter, please call:

DUNAY AGUIAR

Name of Contact Person

at (786) 374-9858

Area Code & Daytime Telephone Number

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input 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) |
|---|--|---|--|

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

FLORIDA REHABILITATION CENTER CORP

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

P13000055667

(Document Number of Corporation (if known))

FILED
14 DEC 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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)

[illegible]

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)

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)

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 11/17/2014 _____

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)

DUNAY AGUIAR

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

STOCK PURCHASE AGREEMENT


THIS STOCK PURCHASE AGREEMENT (the "Agreement") is made and effective on October 18, 2014, by and between Dunay Aguiar ("Buyer"), and Omar Ortega ("Seller").

WHEREAS, the Seller is the record owner and holder of the 50 % issued and outstanding shares of the capital stock of Florida Rehabilitation Center Corp ("Corporation"), a Florida corporation, which Corporation has issued capital stock of 100 shares having an individual par value of \$1.00;

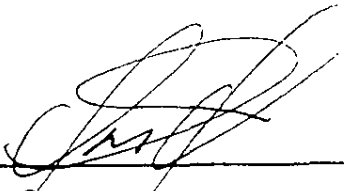
WHEREAS, Buyer desires to purchase all of Seller's stock in Florida Rehabilitation Center Corp (the "Shares");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged; the parties agree as follows:

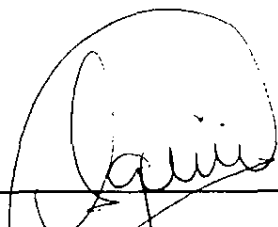
1. Purchase and Sales. Seller agrees to sell and Buyer agrees to purchase 100% of the Seller's stock in Florida Rehabilitation Center Corp on the terms and conditions of this Agreement.
2. Purchase Price. The total purchase price shall be Seventeen Thousand Five Hundred Dollars (\$17,500.00). The total purchases price shall be payable by Buyer at closing.
3. Closing. The closing of the transactions contemplated hereby ("Closing") shall take place at 815 NW 57 Ave Suite 204, Miami, FL 33126 on October 18, 2014.
 - At the Closing, Seller shall deliver certificates representing 100 % of his Shares in Florida Rehabilitation Center Corp, duly endorsed in blank and free and clear of all liens, claims, charges or other encumbrance
 - Seller shall also deliver to Buyer at Closing, all other documents required of Seller for closing of the stock transfer hereunder.
4. Nonassumption of Liabilities. Except as otherwise agreed expressly in writing, Buyer does not and shall not assume or agree to pay any of Seller's or, where applicable, any shareholder's liabilities or obligations of any nature or kind. Seller and, where applicable, any shareholder, shall each remain responsible for their respective debts and obligations.
5. Organization and Standing: Corporation is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and has the corporate power and authority to carry on its business as it is now being conducted.
6. Final Agreement. This Agreement represents the full agreement between the parties and supersedes any and all prior negotiations and understanding between them. This Agreement may not be modified or amended except by a written instrument executed by the shareholders of the Corporation Florida Rehabilitation Center Corp.

D.A. 
Initial

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.




Omar Ortega
Florida Rehabilitation Center Corp
Seller

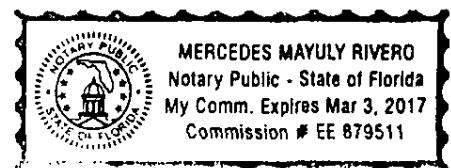


Dunay Aguilar
Buyer

Sworn to and Subscribed before me this 3 day of December, 20 14.



Signature of Notary



Notary Seal

Said person is personally known to me ()

Or provided identification in the
form of Driver License.

Type/Print

