

P9700000/823

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

3000020000823--1
01/08/97 01057--018
****122.00 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FREEDOM AND HEALTH GRIAL CORP
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JAN -8 PM 1:43
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
JAN -8 AM 11:00
OFFICE OF CORPORATION

Secretary of state
Tallahassee, Florida

Re: FREEDOM AND HEALTH
GRIAL CORP.

Gentlemen:

Enclosed please find original and copy of proposed Articles of Incorporation
of the above captioned corporation.

Also we are sending our check in the sum of \$122.50
representing.

- a) Filing Fee \$35.00
- b) Certified Copy \$52.50
- c) Resident Agent \$35.00

I will appreciate your providing us with a certified copy of the Article of
Incorporation.

Very truly yours,


Luis A. Figueroa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation is

FREEDOM AND HEALTH GRIAL CORP.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the law of the United States of America and the law of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon approval of Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 750 Shares
- C. Par Value. Each share of Common Stock shall have the par value of \$10.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Principal Office of this corporation is 6535 SW 25th Street
Miami, Florida 33155 and the name of the Initial Registered Agent of this corporation at the address is Grisel Fernandez

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially two Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, but shall never be less than two. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

Grisel Fernandez

6535 SW.25th Street

Miami, Fl. 33155

Alberto E. Gran

6130 SW. 82nd Ave

Miami, Florida 33143

ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal ny By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE NINE

SHAREHOLDER QUORUM AND VOTING

 A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN

APPROVAL OF SHAREHOLDERS REQUIRED

FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN

DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of the majority Board of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE THIRTEEN

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 6th day of December, 1996.

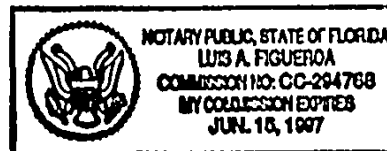
Grisel Fernandez
Incorporator and Subscriber

Grisel Fernandez
6535 SW 25th Street
Miami, Florida 33155

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of December 1996 by Grisel Fernandez who is personally known to me ~~or has produced~~ _____ as identification and who did (did not) take an oath).

Luis A. Figueroa
NOTARY PUBLIC



CERTIFIED DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That FREEDOM AND HEALTH GRIAL CORP.
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Coral Gables, County of Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Grisel Fernandez
(Resident Agent)

Grisel Fernandez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA