

P97000010524

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

600002075556--1  
 02/03/97-01024--022  
 \*\*\*122.50 \*\*\*122.50

Office Use Only

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

1. INNERSCOPE MEDICAL SYSTEMS INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

TALLAHASSEE  
 97 FEB - 3 PM 2:05  
 RECEIVED

- 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

RECEIVED  
 97 FEB - 3 AM 10:44  
 DIVISION OF CORPORATION

**CERTIFICATE OF INCORPORATION**  
**OF**  
**INNERSCOPE MEDICAL SYSTEMS INC.**

**FILED**  
97 FEB -3 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned incorporator(s), hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a incorporation for profit.

**ARTICLE I**

The name of the corporation shall be:

**INNERSCOPE MEDICAL SYSTEMS INC.**

**ARTICLE II**

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

**ARTICLE III**

The maximum shares which the Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, which shares shall be no par value.

All stock is to be issued as fully paid and exempt from assessment.

**ARTICLE IV**

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

**ARTICLE V**

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS (500.00).

**ARTICLE VI**

This existence of the corporation is perpetual.

**ARTICLE VII**

The initial post office of the principal office of the corporation in the State of Florida is:

493 NW 27 AVE, MIAMI, FL 33125

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not be less than one director. The names and post office addresses of the members of the first Board of Directors, and slate of corporate officers, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

Name	Title	Address
GRETCHEN R. MARTINEZ	President/Secretary	1326 SW 6 ST #10, MIAMI, FL 33135

ARTICLE IX

The corporation shall have the further right and power to, from time to time, determine whether and to what extent, regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspections any account book or document of this Corporation, except as conferred by status, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws confers powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Status. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

ARTICLE X

The Corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property and assets of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory there to; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

We, the undersigned, being each and all of the original incorporator(s) for the purpose of forming a corporation for profit to do business, subscribe, acknowledge and do respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 30 day of Jan., 1997.

  
\_\_\_\_\_  
GRETCHEN R. MARTINEZ

\_\_\_\_\_  
\_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.**

In compliance with Sections 607.0501 and 607.0505, Florida Statutes, the following is submitted:  
INNERSCOPE MEDICAL SYSTEMS INC. is qualified to do business under the laws of the State of  
Florida, with its principal office at:

493 NW 27 AVE  
MIAMI, FL 33125

and has appointed:

GRETCHEN R. MARTINEZ  
493 NW 27 AVE  
MIAMI, FL 33125

as its agent to accept service of process within Florida.

FILED  
FEB - 3 PM 2:05  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

Having been named as registered agent and to accept service of process for the above stated  
Corporation at the place designated in this certificate, I hereby accept to act in this capacity and I further  
agree to comply with the provisions of all statutes relating to the proper and complete performance of my  
duties.

  
(REGISTERED AGENT)

1-30-97  
(DATE)