

PROCESSED 5/1999

LAZARUS CORPORATE INDUSTRIES, INC
 Registrar's Name
 890 S.W. 8th AVENUE, SUITE 16
 Address
 MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #
 LOCAL REPRESENTATIVE TALLAHASSEE

900002203959--9
 -06/06/97--01044--019
 ****122.50 ****122.50
 Office Use Only

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

1. PROFESSIONAL GROUP, HOME HEALTH CARE,
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

INC.
 97 JUN -6 PM 12:31
 FILED
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- 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 JUN -6 AM 10:20
 DIVISION OF CORPORATION

Handwritten signature/initials

Examiner's Initials	
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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PROFESSIONAL GROUP, HOME HEALTH CARE, INC
640 N.W. 36 CT. SUITE B-3
MIAMI FLA. 33125

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

640 N.W. 36 CT. SUITE B-3
MIAMI FLA. 33125

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JUAN PEDRO FALCON
640 N.W. 36 CT. SUITE B-3
MIAMI FLA. 33125

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

HAMLET MUNOZ	JUAN PEDRO FALCON	ISABEL V. MACHIN
640 N.W. 36 CT	640 N.W. 36 CT.	640 N.W. 36 CT.
SUITE B-3	SUITE B-3	SUITE B-3
MIAMI FLA. 33125	MIAMI FLA.33125	MIAMI FLA. 33125


ARTICLE VI DIRECTOR(S)

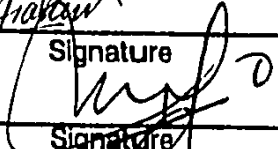
The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

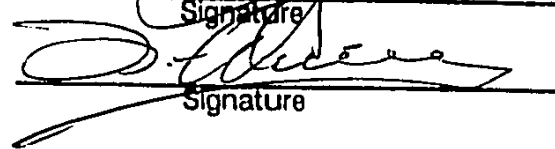
(PRESIDENT)	(VICE PRESIDENT)	(TREASURER)
HAMLET MUNOZ	JUAN PEDRO FALCON	ISABEL V.MACHIN
640 N.W.36 CT.	640 N.W.36 CT.	640 N.W.36 CT.
SUITE B-3	SUITE B-3	SUITE B-3
MIAMI FLA.33125	MIAMI FLA.33125	MIAMI FLA.33125

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ 5th _____ day of _____ JUNE _____, 19⁹⁷ _____.



Signature


Signature


Signature

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PROFESSIONAL GROUP, HOME HEALTH CARE, INC.

2. The name and address of the registered agent and office is:

JUAN PEDRO FALCON
(NAME)

640 N.W. 36 CT. SUITE B-3
(P.O. BOX **NOT** ACCEPTABLE)

MIAMI FLA. 33125
(CITY/STATE/ZIP)

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 THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE JUNE, 05, 1997

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JUN -6 PH 12:31

FILED

REGISTERED AGENT FILING FEE: \$35.00