

# P00000044590

OFFICE USE ONLY (Document #)

## LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

400003234964--5

-05/02/00--01044--002

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. \_\_\_\_\_ (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

RECEIVED  
00 MAY -2 AM 10:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 MAY -3 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN MAY - 4 2000

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 2, 2000

LAZARUS

MIAMI, FL

SUBJECT: TRANS-MED, INC.  
Ref. Number: W00000011531

We have received your document for TRANS-MED, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 900A00024286

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY -3 PM 3:21

RECEIVED

**CERTIFICATE OF INCORPORATION**

**ARTICLE I**

NAME

The name of this Corporation shall be:

TRANS-MED OF MIAMI, INC.

**ARTICLE II**

NATURE OF BUSINESS

This Corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE III**

TERM OF EXISTENCE

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 the date of incorporation.

**ARTICLE IV**

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five hundred dollars (\$500.00), or such greater amount as may be required by law.

**ARTICLE V**

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 One hundred (100) shares, having a par value of Five dollars (\$5.00) per share.

**FILED**  
00 MAY -3 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- C. 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.
- D. 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.
- E. 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 VI**

### **NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one Director. The Stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all time have a minimum of one Director.

## **ARTICLE VII**

### **AMENDMENT**

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

## **ARTICLE VIII**

### **SPECIAL VOTING PROVISIONS**

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:  
Required percentage ==> 51%
2. Sale, lease, or exchange, of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:  
Required percentage ==> 51%

3. Merger or consolidation of this Corporation into or with any other Corporation:  
Required percentage ==> 51%
4. Voluntary dissolution of this Corporation:  
Required percentage ==> 51%

## **ARTICLE IX**

### **STOCKHOLDERS AND DIRECTORS**

The name and addresses of the Stockholders and Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
ILDELISA TORRES	4620 S.W. 89TH AVENUE, MIAMI, FL. 33165	DIR/PRES/SEC.	100

## **ARTICLE X**

### **REGISTERED AGENT**

The Registered Agent and the Registered Office of this Corporation shall be:

ILDELISA TORRES  
4620 S.W. 59TH AVENUE, MIAMI, FL. 33165

## **ARTICLE XI**

### **SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE**

The undersigned individual, a United States resident competent to contract, executes this Certificate of Incorporation as its Subscriber and Director. The undersigned individual shall hold office as a Director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the principal office of this Corporation. The Corporation may change its principal office at any time.

Subscriber and Director: ILDELISA TORRES  
Address of Principal Office: 4620 S.W. 89TH AVENUE  
MIAMI, FL 33165

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a Corporation for profit under the laws of the State of Florida.

Date: 05-01-00

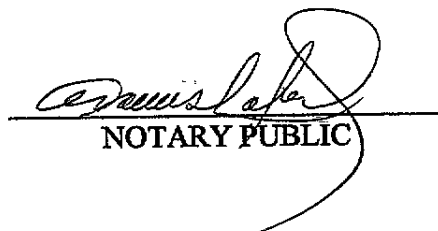


STATE OF FLORIDA) ss:  
COUNTY OF DADE )

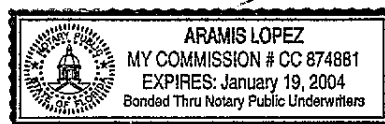
Before me, the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purpose therein expressed.

In witness whereof, I have hereunto affixed my hand and official seal at Hialeah, Dade County, Florida.

Date: 05-01-00



NOTARY PUBLIC



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

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

That **TRANS-MED OF MIAMI, INC.**  
corporation, desiring to organize under the laws of the State of  
Florida with its Principal Office, as indicated in the Articles of Incorporation at the City of **MIAMI**,  
County of **MIAMI-DADE**, State of Florida, has named **ILDELISA TORRES** as its agent to accept  
service of process within this State.

Having been named 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 agree to comply with the  
provisions of Said Act relative to keeping open Said Office.

**FILED**  
00 MAY -3 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
**REGISTERED AGENT**