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LAZARUS CORPORATION

FAX: 305 220 1440

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MEDICALL Universe, INC.

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LAZARUS CORPORATION

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 29, 2004

LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: MEDICALL GROUP, INC.
REF: W04000016431

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

The document number of the name conflict is P02000065203.

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Tammy Hampton
Document Examiner
New Filings Section

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ARTICLES OF INCORPORATION OF

MEDICALL UNIVERSE, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAY -4 AM 9:59

ARTICLE I - NAME

The name of this corporation is: MEDICALL UNIVERSE, INC., with the principal place of business located at: 1328 NW 24th. Avenue, Miami, FL 33125.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 300 shares of one-dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase there pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the Registered Office of this corporation is: 1328 NW 24th. Avenue, Miami, FL 33125.

The name of the initial Registered Agent of this corporation is: SERAFIN PEREZ.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

SERAFIN PEREZ, 1328 NW 24th. Avenue, Miami, Fl. 33125.

JOAQUIN DEvesa, 1328 NW 24th. Avenue, Miami, Fl. 33125.

JOSE DE VARONA, 1328 NW 24th. Avenue, Miami, Fl. 33125.

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

SERAFIN PEREZ, 1328 NW 24th. Avenue, Miami, Fl. 33125.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT, OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4TH Day of May of 2004.



SERAFIN PEREZ, Incorporator.

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CERTIFICATE DESIGNATING THE ADDRESS AND ANAGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH

That MEDICALL UNIVERSE, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade, State of Florida, has appointed Mr. SERAFIN PEREZ, as its agent to accept service of process within the state.

ACKNOWLEDGMENT.

Having been named by the first Board of Directors of MEDICALL UNIVERSE, INC., to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 4th, Day of May of 2004.


SERAFIN PEREZ, Registered AgentFILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAY - 4 AM 9:59

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