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01/05/95 15:23

FAS-T CORPORATE AGENTS

(305) 592-9591

P. 001

1/04/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

2:59 PM

((H95000000125))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

0405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166- 0-0000

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H95000000125))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNITED MEDICAL AND DIAGNOSTIC CENTER, INC.

FAX AUDIT NUMBER: H95000000125

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/04/1995

TIME REQUESTED: 14:59:21

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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M. BRIM JAN 6 1995

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JAN 5 1995

FLORIDA DIVISION OF CORPORATIONS

95 JAN -5 PM 4:15

RECEIVED

ARTICLES OF INCORPORATION

OF

United Medical and Diagnostic Center, Inc.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be:

United Medical and Diagnostic Center, Inc.

ARTICLE II

The corporation shall 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 number of shares which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, and which common stock ~~shall have a par value of \$1.00 per share~~ - (shall have a par value of \$1.00 per share). 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 amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein. The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

Prepared by: Sergio E. Varona  
8340 N.W. 103 St.  
Hialeah Gardens, Fl 33016  
(305) 823-1771

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ARTICLE V

The amount of capital with which the corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office and ~~registered~~/principal offices of the corporation in the State of Florida shall be 3711 SW 136 Ct Miami, FL 33175. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is Jorge R. Ponce. Address 2458 Flamingo Dr. #2, Miami Beach, FL 33140

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of no less than (1) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

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ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and state of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Jorge R. Ponce	President	2458 Flamingo Dr. #2 Miami Beach, FL 33140
Celia Alvarez	Vice-Pres.	14018 SW 55 St. Miami, FL 33175
Francisca Toimil	Sec. & Treas.	701 Collins Av #F1 Miami Beach, FL 33139

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
Jorge R. Ponce	2458 Flamingo Dr. #2 Miami Beach, FL 33140	100	\$100.00
Celia Alvarez	14018 SW 55 St. Miami, FL 33175	200	\$200.00
Francisca Toimil	701 Collins Av #F1 Miami Beach, FL 33139	200	\$200.00

The stock of the corporation may be issued pursuant to the provisions under #1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefit thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this  
3rd day of January, 1995.

Jorge R. Ponce (SEAL)  
Celia Alvarez (SEAL)  
Francisca Toimil (SEAL)

State of Florida;  
County of Dade

H9500000123

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

United Medical and Diagnostic Center, Inc.  
a corporation organized (or organizing) under the laws of the State of Florida  
with its principal office at 3711 SW 136 Ct. in the  
City of Miami, County of Dade State of Florida  
has named Jorge R. Ponce, located at 2458 Flamingo Dr. #2

City of Miami Beach, County of Dade  
State of Florida, as its agent to accept service of process within this state.

## OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>Jorge R. Ponce</u>	<u>(P)</u>	<u>2458 Flamingo Dr. #2 Miami Beach, FL 33140</u>
<u>Francisca Toimil</u>	<u>(S)</u>	<u>701 Collins Av #F1 Miami Beach, FL 33139</u>
<u>Francisca Toimil</u>	<u>(T)</u>	<u>701 Collins Av #F1 Miami Beach, FL 33139</u>
<u>Celia Alvarez</u>	<u>(V)</u>	<u>14018 SW 55 St. Miami, FL 33175</u>

## DIRECTORS:

NAME	SPECIFIC ADDRESS
<u>Jorge R. Ponce</u>	<u>2458 Flamingo Dr. #2 Miami Beach, FL 33140</u>
<u>Francisca Toimil</u>	<u>701 Collins Av #F1 Miami Beach, FL 33139</u>
<u>Celia Alvarez</u>	<u>14018 SW 55 St. Miami, FL 33175</u>

By:

Celia Alvarez  
(Corporate Officer)

## ACCEPTANCE:

I agree as Resident Agent to accept Service in Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service in process at the above Florida designated address) in some conspicuous place in the office as required by Law.

Jorge R. Ponce  
(Resident Agent)

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Francisca Toimil  
701 Collins Ave. #F-1  
Miami Beach, FL 33139

CF

FILED  
95 APR 17 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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95 APR 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

O/O resig.  
5/1  
VB

FILED  
95 APR 17 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

April 6, 1995

State of Florida  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sirs:

Please be informed that effective March 31, 1995, I have resigned to my position of Secretary and Treasurer of United Medical and Diagnostic Center, Inc. Also I am no longer a member of the Board of Directors.

I would appreciate if you would change your records accordingly.

Sincerely

*Francisca Toimil*  
Francisca Toimil  
701 Collins Ave. #F-1  
Miami Beach, FL 33139s

P95000001313

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

Office Use Only

FILED  
JUL 18 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. UNITED MEDICAL AND DIAGNOSTIC CENTER, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

AMENDMENTS	
<input checked="" 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  
26 JUL 17 AM 11:30  
DIVISION OF CORPORATION

\*00789, 00664

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 17, 1996

Lazarus Corporate Industries, Inc.  
890 S.W. 87 Avenue  
Suite 16  
Miami, FL 33174

**SUBJECT: UNITED MEDICAL AND DIAGNOSTIC CENTER, INC.**  
Ref. Number: P95000001313

We have received your document for UNITED MEDICAL AND DIAGNOSTIC CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation. - *see second paragraph*

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 096A00034708

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

UNITED MEDICAL AND DIAGNOSTIC CENTER, INC.

FILED  
96 JUL 18 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES,  
THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS  
ARTICLES OF INCORPORATION:

AMENDMENT ARTICLE VII:

THE REGISTERED OFFICE ADDRESS IS CHANGED TO:

7805 CORAL WAY, SUITE 124  
MIAMI, FL. 33155

AMENDMENT ARTICLE IX:

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE BOARD OF DIRECTORS  
AND CORPORATE OFFICERS ARE CHANGED TO:

NAME	TITLE	ADDRESS
Dalida Hernandez	President/D	7805 Coral Way, Suite 124 Miami, Fl. 33155
Daisy Ponce	Secretary/D	7805 Coral Way, Suite 124 Miami, Fl. 33155
Oscar Wilson	Vice-Pres/D	7805 Coral Way, Suite 124 Miami, Fl. 33155
Jose Antonio Hernandez	Treasurer/D	7805 Coral Way, Suite 124 Miami, Fl. 33155

AMENDMENT ARTICLE X:

THE NAMES AND SHARES OF STOCK THAT THEY AGREE TO TAKE ARE CHANGED  
TO:

NAME	SHARES
Dalida Hernandez	200
Oscar Wilson	150
Antonio Jose Hernandez	50
Daisy Ponce	100

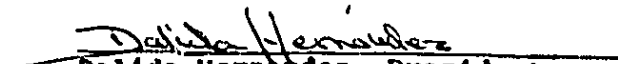
AMENDMENT CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE AND  
THE RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE  
OF FLORIDA:

IS CHANGED TO: DALIDA HERNANDEZ  
7805 CORAL WAY. Suite 124,  
MIAMI, FL. 33155

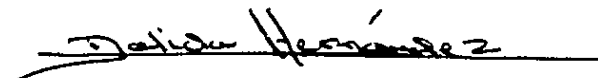
THESE ARTICLES OF AMENDMENT WERE ADOPTED ON THE 17th DAY OF JUNE,  
1996.

THE AMENDMENTS WERE APPROVED UNANIMOUSLY BY THE SHAREHOLDERS

Signed this 17th day of June, 1996.

  
Dalida Hernandez, President

Having been named as registered agent and to accept service of  
process for the stated corporation at the place designated in this  
certificate, I hereby accept the appointment as Registered Agent  
and agree to act in this capacity.

  
June 17, 1996