

P9500004911

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904) 385-6735

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OFFICE USE ONLY

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

1. G E J medical, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Mail out ☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ 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

~~W9500004911~~

308
784
634
671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1995

LAZARUS

TALLAHASSEE, FL

SUBJECT: G & J MEDICAL, INC.
Ref. Number: W9500001244

We have received your document for G & J MEDICAL, INC. and check(s) totaling \$. However, your check(s) and document are being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 995A00002063

ARTICLES OF INCORPORATION

OF

G & J MEDICAL, INC.
13780 S.W. 56 St. #215
Miami, Florida 33175

We, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE I: NAME

The name of the corporation shall be: G & J MEDICAL, INC.

ARTICLE II: DURATION

This corporation is to commence its corporate existence as of the date of filing of the Articles of Incorporation and shall have perpetual existence thereafter until dissolved according to law.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: STATED CAPITAL

The corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, by lawful money of the United States of America, or in other assets, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

RESTRICTION ON TRANSFER

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of

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TALLAHASSEE, FLORIDA

the corporation without first offering such shares for sale to the corporation for the fair market value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her share as he or she may seem fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of such shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- 1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock or the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

- 2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument conferring

on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE V: BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two directors initially. The number of directors(s) may be increased or decreased from time to time in such manner as may be prescribed by the bylaws, but shall never be less than (1), nor more than (3).

The names(s), street address(es) of the initial director(s) who shall hold office until his/her/their successor(s), who shall be chosen at the first meeting of the stockholders, (has/have) qualified shall be:

David A. Belsky	Reymundo J. Miranda
8250 S.W. 99th St.	12355 S.W. 76th St.
Miami FL 33156	Miami, Florida 33183

ARTICLE VI: INDEMNIFICATION

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reasons if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be

adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE VIII: AMENDMENT

These Articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for the purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator(s) to these articles of incorporation (is/are):

David A. Belsky
8250 S.W. 99th St.
Miami FL 33156

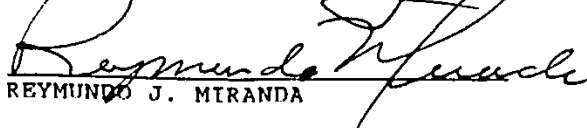
Reymundo J. Miranda
12355 S.W. 76th St.
Miami, Florida 33183

ARTICLE X: REGISTERED AGENT

The street address of the initial registered office of the corporation is 299 Alhambra Circle, Suite 218, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that address is: GINA VALDES BELSKY, ESQ.

IN WITNESS WHEREOF, the undersigned, as incorporators, hereby execute these Articles of Incorporation this 5 day of January, 1995.


DAVID A. BELSKY

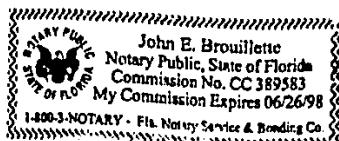

REYMONDO J. MIRANDA

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared DAVID A. BELSKY and REYMUNDO J. MIRANDA known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he/she/they acknowledged before me that he/she/they executed the same freely and voluntarily for the purposes expressed therein.

WITNESS my hand and seal this 5TH day of JANUARY,

1995.



John E. Brouillette
Notary Public State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the foregoing corporation, at the place designate in the Articles of Incorporation, GINA VALDES BELSKY, ESQ., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open such office.

Date: 1/12/95

Gina Valdes Belsky

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