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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

000001392860

-01/30/95--01054--010

***122.50 ***122.50

OFFICE USE ONLY

(904) 385-6735

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

1. FREEMAN AND STEIN medical center
(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	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

FREEMAN AND STEIN MEDICAL CENTER, INC

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

ARTICLE I NAME

The name of the corporation shall be:

FREEMAN AND STEIN MEDICAL CENTER, INC

The principal place of business of this corporation shall be:

*7934 SW 8ST
Miami, FL 33144*

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 SHARES (NONE PAR VALUE)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

- 1) JUAN AMADOR, JR, 14251 SW 36ST, Miami, FL 33175*
- 2) RAFAEL E. MENDOZA, 8478 SW 8ST, Miami, FL 33144*

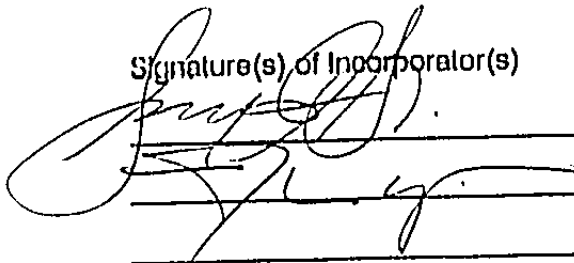
ARTICLE VI INCORPORATOR(S)

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

- 1) JUAN AMADOR, Jr
14251 SW 36 ST
MIAMI, FL, 33175
- 2) RAFAEL E. MENDOZA
3478 SW 8 ST
MIAMI, FL, 33144

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 23 day of Jan, 19 95

Signature(s) of Incorporator(s)



STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of _____, 19__, by _____ (Name of Incorporator) of _____ (Name of Corporation)

Notary Public

My Commission Expires: _____

(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$20

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 007.325, 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: FREEMAN AND STEIN MEDICAL CENTER, INC

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

JUAN AMADOR, Jr
14251 SW 36 ST
(P. O. BOX NOT ACCEPTABLE)
Miami, FL, 33175
(CITY/STATE/ZIP)

SIGNATURE _____
(Corporate Officer)

TITLE PRESIDENT.

DATE 1/23/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 007.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(Registered Agent)

DATE 1-23-95

BROAD AND CASSEL
ATTORNEYS AT LAW

99500000 6033

MURRAY D. BIRAR, P.A.
MIRIAM BIRAR, P.A.
JENNIFER A. BIRAR, P.A.
PATRICIA BIRAR, P.A.
C. RON BIRAR, P.A.
ROBERT D. GATTON, P.A.
NICHOLAS D. GATTON, P.A.
C. DAVID BROWN, II, P.A.
P. VERNON BROWN, P.A.
MARTIN B. CARMEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVIN I. HERTZ, P.A.
M. JEFFREY TURNER, P.A.
RALPH C. DASILLO, P.A.
DOUGLAS L. MANNING, P.A.
MARTIN B. PRESS, P.A.
MICHAEL A. PRESS, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. KATZ, P.A.
CHARLES R. KATZ, P.A.
JAMES R. KATZ, P.A.
WILLIAM C. MILLER, P.A.

ALAN R. LEHRMAN, P.A.
GABRIEL L. IMPERATO, P.A.
DAVID E. MILLER, P.A.
ROBERT F. BROWN, P.A.
ANDREW COTTON, P.A.
KELLY OVERSTREET JOHNSON, P.A.
DANIEL M. ALIZO, P.A.
JAMES J. WHELAN, P.A.
JENNIFER F. GORDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THOMAS C. TALL, P.A.
PATRICK M. CARLINO, P.A.
JACK B. BLOTT, P.A.
VIRGINIA BARKLEY JOHNSON, P.A.
JOHN B. BIRAR, P.A.
JOHN A. BIRAR, JR., P.A.
MINA B. BIRAR, P.A.
STEVEN BIRAR
AMY B. BIRAR, P.A.
DOROTHY H. JOHNSON, P.A.
RONALD M. GACHA, P.A.

RICHARD H. MILLER, P.A.
LEONOR M. MILLER, P.A.
ANNE M. MILLER, P.A.
A. JEFFREY BROWN, P.A.
DALE E. BROWN, P.A.
MARSHALL E. HARRIS, P.A.
JAY ALBANE
DAVID L. LAMBERT, P.A.
PAUL ALBANE
KATHLEEN L. DRUTCH
JENNIFER J. BROWN
NARRARA M. CASTILLO
MICHAEL R. BROWN
BOY E. BROWN
MICHAEL F. BROWN
C. CHRISTOPHER KILLER
RICHARD M. BROWN
DOUGLAS B. STARCHER
DAVID E. LINDMAN
DAVID J. BROWN
JONATHAN I. BROWN
ANDREW A. BROWN

KATHLEEN CARTER
JANE B. PALMER
ROBERT ALPERT, JR.
ROBERT F. MILLER
KEITH F. WIRTH
NICHOLAS A. BROWN
TAMARA CARMICHAEL
DORIS P. BROWN
PETER M. BROWN
LINDA ANN MURKIN
LINDA C. BROWN
STEVEN W. BROWN
MICHAEL MANTON
STEVEN MICHAEL, BROWN
T. KIRBY TAYLOR
LINDA J. BROWN
DAVID A. BROWN
DAVID F. BROWN
JENNIFER BROWN
CARL E. BROWN
KELLY P. CAMPBELL
CARLOS O. BROWN

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MIAMI CENTER
201 South Biscayne Boulevard
MIAMI, FLORIDA 33131
(305) 373-9400
FAX (305) 373-9443

OF COUNSEL
WILLIAM BROAD
ALVIN BROAD
NORMAN BROAD, P.A.
JAMES E. BROAD, P.A.
I. BROWN BROAD
WILLIAM M. BROWN, JR., P.A.
WANDA L. BROWN
ALAN M. BROWN
KENNETH BROWN
WILLIAM F. BROWN

Waller's Direct Line: 373-9467

June 26, 1996

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Our File No. 18840.0001

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of Freeman and Stein Medical Center, Inc for filing with your office. Also enclosed is our firm's check no. 011185 in the amount of \$87.50 representing the filing fee for that amendment and a certified copy of same and a self-addressed, stamped enveloped for the return of the certified copy to our office.

After filing the above-mentioned amendment, please find enclosed a second original amendment and one copy of the Articles of Amendment to the Articles of Incorporation of Vein Center Acquisition Corp. for filing with your office. Also enclosed is our firm's check no. 011185 in the amount of \$87.50 representing the filing fee for that amendment and a certified copy of same and a self-addressed, stamped enveloped for the return of the certified copy to our office.

Please process these documents for filing as soon as possible and contact the undersigned if you have any questions whatsoever.

Very truly yours,

BROAD AND CASSEL

Jose A. Santos, Jr., P.A.

JAS:ca
enclosures

N. HENDRICKS JUL - 3 1996

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

FREEMAN AND STEIN MEDICAL CENTER, INC.

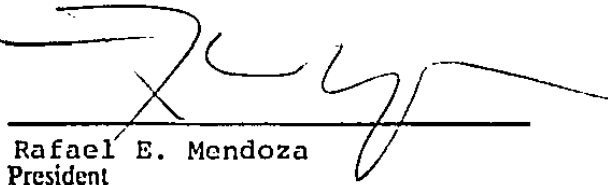
The undersigned, President of Freeman and Stein Medical Center, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The name of the Corporation is Freeman and Stein Medical Center, Inc..
2. Article I of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE I: The name of the corporation is Medical Resource Center, Inc.

3. The foregoing amendment was adopted by the Shareholders and the Board of Directors of the Corporation by Joint Unanimous Written Consent dated June 11, 1996.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 26 day of June, 1996.



Rafael E. Mendoza
President