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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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-01/30/95--01054--010
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OFFICE USE ONLY

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

1. FREEMAN AND STEIN MEDICAL CENTER INC (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

[X] Walk in [X] Pick up time 2:00 [X] Certified Copy
[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

TALLAHASSEE, FLORIDA 95 JAN 24 PM 1:27

	NEW FILINGS
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

	OTHER FILNGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

1/24

CR2E031(9/92)

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 36 ST, 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
9478 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, 1995

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 607.325, 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)

95 JAN 24 PM 1:27

FLORIDA

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 607.325 FLORIDA STATUTES.

SIGNATURE ______ (Registered Agent)

DATE 1-23-95

REGISTERED AGENT FILING FEE: $20.00

P95000006033

BROAD AND CASSEL
ATTORNEYS AT LAW

SUITE 3000
MIAMI CENTER
201 South Biscayne Boulevard
MIAMI, FLORIDA 33131
(305) 373-9400
FAX (305) 373-9443

Writer's Direct Line: 373-9467

SECRETARY OF STATE TALLAHASSEE, FLORIDA
96 JUN 27 PM 1:03
FILED

June 26, 1996

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-06/27/96--01093--004
*****87.50 *****87.50

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.

Amend

JAS:ca
enclosures

N. HENDRICKS JUL - 3 1996

FILED
96 JUN 27 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 tho 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

CORP\TEMP\AAL06.11C
960624