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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

000001395880

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****122.50 ****122.50

OFFICE USE ONLY

(904)385-6735

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

1. EMD HOME HEALTH CORP
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ 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

Examiner's Initials

FILED

95 JAN 30 PM 2:28

TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

E M D HOME HEALTH CORP

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which Corporate Existence shall begin is: Filing date.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of Capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws, of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth ($\frac{1}{4}$) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The Stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: One hundred (100).

C. Par Value: Each share of Common Stock shall have the par value of: Five Dollars 00/00 (\$5.00).

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the Value of any such consideration shall be Conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least presented at meetings of the stockholders of the Corporation.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidations or dissolution of this Corporation to receive their pro-rate share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

DESIGNATION OF REGISTERED OFFICE AND OF REGISTERED AGENT

The Principal Office for this Corporation shall be:

11230 N W 59 Ave

Miami Fl. 33012

and the Registered Agent for this Corporation shall be:

EVA M DIAZ

11230 N W 59 Ave

Miami Fl. 33012

ARTICLE TEN

The names and addresses of each person subscribing to the initial shares of corporation and the extent of each person's interest is as follows:

<u>NAMES</u>	<u>ADDRESS</u>	<u>SHARES CONSIDERATION</u>
EVA M DIAZ	11230 N W 59 Ave Miami Fl. 33012	50 Shares \$ 5.00 each \$ 250.00 Dolares
JOSE M. DIAZ	11230 N W 59 Ave Miami, Fl. 33012	50 Shares \$ 500 eac \$ 250.00

SUBSCRIBER, INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICER

The undersigned individual, competent to contract, executes this Certificate of Incorporation as its sole subscriber and director. The undersigned individual shall hold office as a director until his successors have qualified following their election or appointment. The street address of such individual shall be initial street address in Florida of the Principal Office of the Corporation. The Corporation may change its Principal Office at any time.

SUBSCRIBER(S):

President:

EVA M. DIAZ

11230 N W 59 Ave
Miami Fl. 33012

SECRETARY

JOSE M. DIAZ

11230 N W 59 Ave
Miami Fl. 33012

IN WITNESS WHEREOF the undersigned Subscribers do make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE:

January 16, 1995

✓ Eva M. Diaz
✓ EVA M. DIAZ
✓ Jose M. Diaz
✓ JOSE M. DIAZ

STATE OF FLORIDA:

: S.S.:

COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared:

to ~~me~~ EVA M. DIAZ AND JOSE M. DIAZ known to me to be the individuals described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami, Dade County, Florida.

DATE:

January 16, 1995

Thomas Quevedo
NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES SEPT. 28 1995
BONDED THRU GENERAL INS. UND.

**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: E M D HOME HEALTH CORP

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

EVA M. DIAZ
11230 N.W. 59 Ave
Miami, Fl. 33012 (P. O. BOX NOT ACCEPTABLE)
(CITY/STATE/ZIP)
✓ SIGNATURE *E. M. Diaz*
(Corporate Officer)

TITLE PRESIDENT

DATE JANUARY 16, 1995

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 *E. M. Diaz*
(Registered Agent)

DATE January 16, 1995