

P95000011206

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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

(904)385-6735

OFFICE USE ONLY

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 FEB -9 PH 3:26

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

1. QUALITY MEDICAL EQUIPMENT ENTERPRISES
(Corporation Name) (Document #) INC.
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) 700001404577
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(Corporation Name) (Document #)

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- 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

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

QUALITY MEDICAL EQUIPMENT ENTERPRISES, INC.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities to a Corporation, for profit, generally, and hereby make, subscribe, acknowledge had file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE ONE

Name of the Corporation

The name of this Corporation is:
QUALITY MEDICAL EQUIPMENT ENTERPRISES, INC.

ARTICLE TWO

Nature of Business

The general nature of the business to be transacted by this Corporation is:
Any activity and business permitted under the laws of the State of Florida, including but not limited to the sales and rental of medical supplies.

ARTICLE THREE

Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares, each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (one) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purposes. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE FOUR

Initial Capital

The amount of Capital with which this Corporation shall begin business shall be: Five Hundred Dollars (\$500.00)

ARTICLE FIVE
Term of Existence

This Corporation shall be perpetual existence.

ARTICLE SIX
Principal Office

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

8932 NW 148 ST
MIAMI LAKE, FL. 33016

ARTICLE SEVEN
Directors

There shall be a Board of Directors for this Corporation which consist of TWO persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than ONE. Each of said Directors shall be of full age and all of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholder called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE EIGHT
Initial Board of Directors

The names and addresses to the first Board of Directors is as follows:

NAMES	ADDRESSES	OFFICE
MARTIN MOJENA JR	8932 NW 148 ST MIAMI LAKES FL. 33016	PRESIDENT
MIREYA MOJENA	8932 NW 148 ST MIAMI LAKES FL. 33016	V/PRESIDENT

ARTICLE NINE
Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of Stock each agrees to purchase are:

NAMES	ADDRESSES	NO. OF SHARES
MARTIN MOJENA JR.	8932 NW 148 ST MIAMI LAKES, FL. 33016	250
MIREYA MOJENA	8932 NW 148 ST. MIAMI LAKES, FL. 33016	250

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

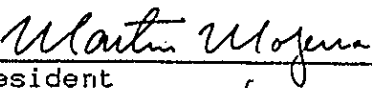
ARTICLE TEN
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation: any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this Corporation, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

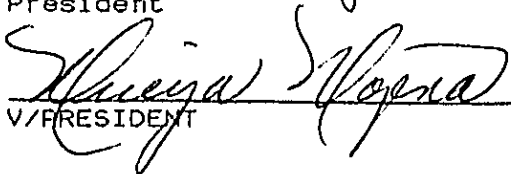
ARTICLE ELEVEN
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 7 day of FEBRUARY, 1995.



President



V/PRESIDENT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

QUALITY MEDICAL EQUIPMENT ENTERPRISES, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JORGE R. LOPEZ
10550 NW 77 CT # 207
HIALEAH, FL. 33016

SIGNATURE *Walter W. Lopez*

TITLE *President*

DATE *2-7-95*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *J. Lopez*

DATE *2-7-95*

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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

500001884965

07/05/96-01039-011

*****35.00 *****35.00

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1. QUALITY MEDICAL EQUIPMENT ENTERPRISES, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ Amend
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
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 Photocopy
 Certificate of Status

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 96 JUL -5 PM 2:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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Examiner's Initials	
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

QUALITY MEDICAL EQUIPMENT ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Present Name)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VIII NEW BOARD OF DIRECTORS

The name of the members of the New Board of Directors are:

NAME	ADDRESS	OFFICE	SHARES
MARTIN MOJENA	9500 NW 77 AVE # D-4 HIALEAH G. FL. 33016	PRESIDENT	500

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each Amendment's adoption : 06-14-1996

FOURTH: Adoption of Amendment(s) (check one)

The Amendment(s) was/were adopted by the incorporators or Board of Directors without shareholders action and shareholders action was not required.

The Amendment(s) was/were approved by shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The Amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the Amendment(s).]

_____ The number of votes cast for the Amendment(s)
was/were sufficient for approval by _____
(voting group)

Signed this 1st day of July, 1996

QUALITY MEDIAL EQUIPMENT ENTERPRISES, INC.

(Corporation Name)

By Martin Mojena
MARTIN MOJENA - PRESIDENT

SWORN TO AND SUBSCRIBED BEFORE ME THIS 1ST OF JULY, 1996

Jorge R. Lopez
NOTARY PUBLIC



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Requestor's Name

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(Corporation Name) (Document #)
3. _____ OFFICER
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
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 Will wait
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 TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Other

Examiner's Initials



Florida Department of State,

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

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JUL -5 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

I, MIREYA MOJENA after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:


I, MIREYA MOJENA, hereby resign as V/PRESIDENT of
(Title)

QUALITY MEDICAL EQUIPMENT ENTERPRISES, INC., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

[Signature]
Signature of resigning officer/director

Sworn to and subscribed before me this 27th day of June, 1996

 **JORGE R. LOPEZ**
Notary Public State of Florida
My comm. expires May 3, 1998
Comm. No. 368362

[Signature]
NOTARY PUBLIC

My Commission Expires: _____