

P95000012033

February 7, 1995

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

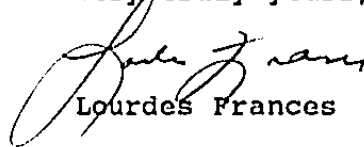
Re: MANON MEDICAL SUPPLIES, INC.

Dear Sir:

Enclosed please find two originals Articles of Incorporation for MANON MEDICAL SUPPLIES, INC., together with a check in the amount of \$70.00. Upon filing with your office, please return one copy in the self-addressed stamped envelope.

Thank you for your assistance.

Very truly yours,

  
Lourdes Frances

11221 S. W. 136 Street  
Miami, FL 33176

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1037703:0

AFB  
2/13/95  
P95-12033

FILED  
1995 FEB 10 PM 1:30

ENCLOSURE 14112 1995  
02/10/95-00 117-00  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**ARTICLES OF INCORPORATION  
OF  
MANON MEDICAL SUPPLIES, INC.**

FILED  
1985 FEB 12 PM 1:30

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation shall be:

MANON MEDICAL SUPPLIES, INC.

**ARTICLE II**

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

**ARTICLE III**

This corporation is authorized to issue par value voting common stock as described below, and none other:

Maximum Number of Shares:	50,000
Par Value Per Share:	\$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

#### ARTICLE V INITIAL ADDRESS

The initial street address of the principal office of this corporation in the State of Florida shall be:

7235 S. W. 24 Street  
Miami, Florida 33155

The resident agent shall be:

MANON BENAZET  
7235 S. W. 24 Street  
Miami, Florida 33155

The Board of Directors may, from time to time, move the principal or registered office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

#### ARTICLE VI DIRECTORS

This corporation shall have two (2) directors initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director and said director need not be a citizen of the United States of America.

#### ARTICLE VII INITIAL DIRECTORS

The name and street address of the first director shall be as follows:

MANON BENAZET  
7235 S. W. 24 Street  
Miami, Florida 33155

President/Director

JORGE GONZALEZ  
1800 N. W. 24 Avenue- Apt. 610  
Miami, Florida 33125

Vice-President/Director

The director and officers shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

#### **ARTICLE VIII SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

MANON BENAIZET  
7235 S. W. 24 Street  
Miami, Florida 33155

#### **ARTICLE IX PREEMPTIVE RIGHTS**

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firm, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

#### **ARTICLE X**

A. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any Bylaw adopted by the directors or the stockholders, and the directors may not adopt any Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

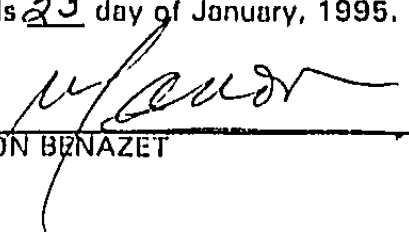
B. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors

If a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

C. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

D. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a stockholder, officer or director is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors, and such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or stockholder, officer or director of a corporation so interested; or (b) by the written consent, or by vote of any stockholders' meeting of the holders of record, of a majority of all outstanding shares of stock in the corporation entitled to vote; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a stockholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

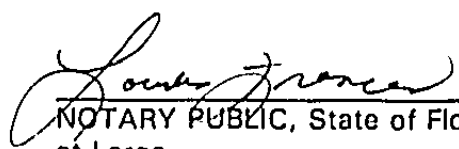
I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, herunto set my hand and seal this 23 day of January, 1995.

  
\_\_\_\_\_  
MANON BENAZET

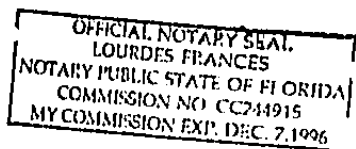
STATE OF FLORIDA       )  
                                  ) SS.:  
COUNTY OF DADE       )

I, the undersigned Notary Public, in and for the State of Florida, do hereby certify that on this day personally appeared before me MANON BENAZET, to me well known as Identified by Florida Driver's License No. | 8523-540-66-849-0 |, and known to be the person who executed the foregoing Articles of Incorporation of MANON MEDICAL SUPPLIES, INC. and acknowledged that she executed the same for the uses and purposes therein stated; and an oath of said person was not taken as to the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of January, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, MANON MEDICAL SUPPLIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named MANON BENAZET, located at 7235 S. W. 24 Street, Miami, Florida 33155, as its agent to accept service of process within Florida.

MANON MEDICAL SUPPLIES, INC.

By: 

Date: January 23, 1995

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

MANON BENAZET

By: 

Title: President

Date: January 23, 1995

P950000/2033

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

890 S.W. 87 AVENUE SUITE 16  
Address

MIAMI, FL 33174 (305) 552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. MANON MEDICAL SUPPLIES INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #) 300001961028  
10/01/96 0111 007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy

☐ Certificate of ~~TALENTS~~ TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

FILED  
96 OCT -9 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 OCT -1 AM 10:58  
DIVISION OF CORPORATION

Amendment  
10-10-96  
DC





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 OCT -9 AM 11:45  
DIVISION OF CORPORATION

October 1, 1996

LAZARUS CORPORATE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: MANON MEDICAL SUPPLIES, INC.  
Ref. Number: P95000012033

We have received your document for MANON MEDICAL SUPPLIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 396A00044939

ARTICLES OF AMENDMENT  
OF  
MANON MEDICAL SUPPLIES, INC.

FILED  
96 OCT -9 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: CHANGES OF ARTICLE No. VII

The officer of the Corporation shall be as follows:

MILENA GONZALEZ / President  
1800 NW 24 AVE NO. 610  
MIAMI, FL 33125

SECOND: The date of each amendment's adoption 09/30/96

FOURTH: The amendments were approved by the shareholders and Directors. The number of votes cast for the amendments were sufficient for approval.

Signed this 30th of September, 1996.

  
\_\_\_\_\_  
MANON BENAZET  
President-Director

ARTICLES XI

We will add an Article XI to the Articles of Incorporation.

The name of the registered agent is as follows:

MILENA GONZALEZ  
1800 NW 24 Avenue No. 610  
Miami, Florida 33125

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 APPOINT- AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATION TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SIGNATURE

DATE