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DIVISION OF CORPORATIONS

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SECTION OF CORPORATIONS
95 FEB 23 PM 2:43

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

OFFICE USE ONLY

(904) 385-6735

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

200001420262
-03/03/95--01020--003
****122.50 ****122.50

1. Med-Care Respiratory Supplies, Inc
(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

2-28

Examiner's Initials

KAT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 28 PM 2:43

ARTICLES OF INCORPORATION
OF

MED-CARE RESPIRATORY SUPPLIES, 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:
MED-CARE RESPIRATORY SUPPLIES, 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 sale of medical equipments.

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:

2421 SOUTH STATE RD. 7
HOLLYWOOD FL. 33023

ARTICLE SEVEN
Directors

There shall be a Board of Directors for this Corporation which consist of ONE 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
ROBERTO SANCHEZ	2421 SOUTH STATE RD. 7 HOLLYWOOD FL. 33023	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
ROBERTO SANCHEZ	2421 SOUTH STATE RD 7 HOLLYWOOD FL. 33023	500

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

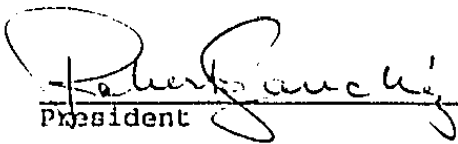
ARTICLE TEN
Conflict of Interest

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 of Officer of such other Corporation or not so interested.

ARTICLE ELEVEN
Amendment

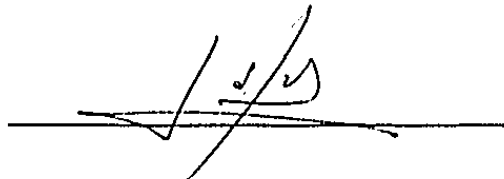
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 24 day of FEBRUARY, 1995.



President

Sworn to and subscribed before me this 24 day of FEB. 1995





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:

MED-CARE RESPIRATORY SUPPLIES, INC.

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

ROBERTO SANCHEZ
2421 SOUTH STATE RD. 7
HOLLYWOOD FL. 33023

SIGNATURE

Roberto Sanchez

TITLE

PRESIDENT

DATE

2 / 24 / 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

Roberto Sanchez

DATE

2 / 24 / 95