

# P95000018420

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR - 7 PM 2:08

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): 300001427858

-03/13/95--01047--010

+++122.50 +++122.50

1. Pulmonary Respiratory Specialist, Inc.  
(Corporation Name) (Document #)

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

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

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

- Walk in
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- Mail out
- Will wait
- Photocopy
- Certified Copy
- 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

DIVISION OF CORPORATIONS  
95 MAR - 7

3-7

Examiner's Initials KAN

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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PULMONARY RESPIRATORY SPECIALIST, INC.

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation is :

PULMONARY RESPIRATORY SPECIALIST, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, fully and to the same extent as a natural person might or could do, viz :

a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corps., and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection therewith.

b) to engage in and carry on any business or businesses, every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country.

63

c) to do any and all things necessary, suitable, useful, proper or admissable for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized .

d) that the main business of the corporation is as follows :

RESPIRATORY SPECIALIST

---

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be 100 shares of common stock, at \$ 1.00 Par Value

The whole or any part of the capital stock of said Corporation shall be payable in lawfull money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors .

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS ( 100.00 )

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolve, according to law .

ARTICLE VI  
-----  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be :  
1393 S.W. 1 ST. MIAMI, FL. 33135

-----  
with the privilege, however, of having branch offices or places of  
business at any other place or places within or without the State of  
Florida, or in foreign countries .

ARTICLE VII  
INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 1 directors initially, whose number  
-----  
may be increased or diminished by the by-laws from time to time but  
shall never be less than one (1). The names and post office addresses of  
the members of the first Board of Directors of this corporation,  
the PRESIDENT, SECRETARY who subject to the provisions of  
-----  
the Articles of Incorporation and the by-laws and General Corporation  
laws of the State of Florida, shall hold office for the first year of  
the corporation's existence, or until their successors are elected and  
have qualified, are as follows :

NAME -----	OFFICER -----	ADDRESS -----
MILAGROS ANDERSON	PRESIDENT & SECRETARY	12403 S.W. 112 TERR. MIAMI, FL. 33186

ARTICLE VIII  
-----  
INCORPORATIONS

The names and addresses of the persons signing these articles are :

MILAGROS ANDERSON	12403 S.W. 112 TERR. MIAMI, FL. 33186
-------------------	--

ARTICLE IX  
-----  
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders

ARTICLE X  
-----  
NAME AND ADDRESS OF SUSCRIBERS  
AND NUMBER OF SHARES

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names :

MILAGROS ANDERSON	12403 S.W. 112 TERR. MIAMI, FL. 33186	100 SHARES
-------------------	--	------------

ARTICLE XI  
-----  
AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

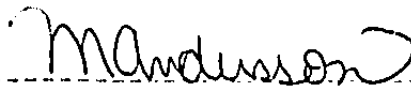
ARTICLE XII  
-----  
REGISTERED OFFICE AND REGISTERED AGENT

This corporation designates as Registered offices :

1393 S.W. 1 ST. MIAMI, FL. 33135  
-----

This corporation designates as Registered agent :  
MILAGROS ANDERSON  
-----

IN WITNESS WHEREOF, we, the undersigned, being all the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file ther Articles, hereby declaring and certifying that the facts herein stated are true, and to respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly, have hereunto set our hands and seals this 15 day of FEBRUARY, 1995.

-----  


MILAGROS ANDERSON

(SEAL)

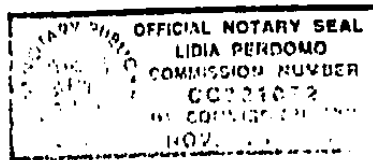
STATE OF FLORIDA )  
                  :       33  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, qualified to take  
acknowledgments and administer oaths, personally appeared :  
                  MILAGROS ANDERSON

-----  
to me well known, and known to me to be the individuals described in and  
who executed the foregoing Articles of Incorporation, and each of them  
acknowledged before me, according to laws, they made and subscribed the  
same for the used and purposes therein expressed and set forth .

WITNESS my hand and official seal a Miami, Dade County, Florida,  
this     15     day of            FEBRUARY            1995 .  
-----

  
NOTARY PUBLIC, STATE OF FLORIDA



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

In pursuance of Chapter 49.091, Florida Statutes, the following is  
submitted, in compliance with said Act :

FIRST----- That PULMONARY RESPIRATORY SPECIALIST, INC.

-----  
desiring to organize under the laws of the State of FLORIDA

-----  
with its principal office, as indicated in the articles of incorporation  
at City of MIAMI County of DADE

-----  
State of FLORIDA has named MILAGROS ANDERSON

-----  
located at 1393 S.W. 1 ST. MIAMI, FL. 33135

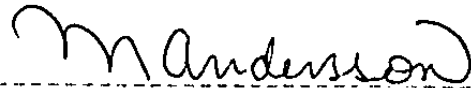
-----  
(Street address and number of building, Post office not accepted)  
City of MIAMI County of DADE

-----  
State of Florida, as its agent to accept service of process within this  
state.

ACKNOWLEDMENT : ( MUST BE SIGNED BY DESIGNATED AGENT )

Having been named to accept service of process for the above stated  
corporation, at place desinated in this certificate, I hereby accept to  
act in this capacity, and agree to comply with the provisions of said  
Act relative to keeping open said office.

BY



-----  
( RESIDENT AGENT )



# P95000018420

LAZARUS CORPORATE INVESTMENTS INC  
 Requestor's Name

890 S.W. 87 AVENUE SUITE 116  
 Address

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

LOCAL REPRESENTATIVE TALLAHASSE

300001846883  
 -09/13/96--01027--015  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. PULMONARY RESPIRATORY SPECIALIST, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_ *name*  
 (Corporation Name) (Document #)
3. \_\_\_\_\_ *change*  
 (Corporation Name) (Document #)
4. \_\_\_\_\_ *amend*  
 (Corporation Name) (Document #)

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 96 SEP 13 PM 2:25  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- Walk in   
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  Photocopy   
  Certificate of Status

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 96 SEP 13 AM 10:51  
 DIVISION OF CORPORATION

Examiner's Initials \_\_\_\_\_

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

FILED  
96 SEP 13 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

-----  
PULMONARY RESPIRATORY SPECIALIST, INC.  
-----

( present name )

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(s) adopted: ( indicate article number(s) being amended, added or deleted )

ARTICLE I: THIS ARTICLE IS BEING AMENDED BY CHANGING THE NAME OF THE COMPANY TO LIFECARE MEDICAL EQUIPMENT CORP.

LIFECARE MEDICAL EQUIPMENT CORP.  
1393 S.W. 1ST ST. # 330  
MIAMI, FL. 33135

SECOND: The date of each amendment's adoption: SEPTEMBER 10TH, 1996  
-----

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

XXXX The amendment(s) was/were adopted by the incorporators  
----- without shareholder action and shareholder action  
was not require.

----- The amendment(s) was/were adopted by the board of  
directors without shareholder action and shareholder  
action was not require.

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

( continued )

( continued )

-----  
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 )

Sign this 10TH day of SEPTEMBER, 19 96  
-----

By

*M Anderson*

-----  
( Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders )

MILAGROS ANDERSON

-----  
( Typed or print name )

INCORPORATOR

-----  
( Title )