

P95000037962

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
(904) 385-6735

OFFICE USE ONLY

400001481244
-05/16/95 -01135 -011
****122.50 ****122.50

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

- 1. ROSEMARY MANOR, 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

FILED
RECEIVED
05 MAY 12 PM 11:11
05 MAY 12 AM 11:25
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

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

Dmc 5/12/95
Examiner's Initials

ARTICLES OF INCORPORATION

FILED

ARTICLE ONE

95 MAY 12 PM 12:11

NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of this corporation is:

ROSEMARY MANOR, INC.
780 N.W. 42nd Avenue, Suite 621
Miami, FL 33126

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

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is upon filing with the Secretary of State for the State of Florida.

ARTICLE FOUR

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: 750 shares.

- C. Par Value. Each share of Common Stock shall have the par value of \$10.00.
- 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 judgment 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 equal to the par value thereof, and shall be fully paid and non-assessable.
- 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. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL PRINCIPAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Principal Registered Office of this corporation is: 780 N.W. 42nd Avenue, Suite 621, Miami, FL 33126, and the name of the Initial Registered Agent of this corporation at that address is: EMILIO PERATA.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially one Director. The number of Directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name(s) and

address(es) of the initial Director(s) and Incorporators/Subscriber of this corporation is (are):

EMILIO PERATA
Incorporator/Subscriber

780 N.W. 12nd Avenue, Suite 621
Miami, FL 33126

ARTICLE SEVEN

BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

ARTICLE EIGHT

SHAREHOLDER QUORUM AND VOTING

It shall be required that all (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of all (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE NINE

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

ARTICLE TEN

COMPENSATION

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

ARTICLE ELEVEN

NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

ARTICLE TWELVE

DIRECTOR QUORUM AND VOTING

All (100%) of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all (100%) of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all (100%) of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE THIRTEEN

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE FOURTEEN

DIVIDENDS

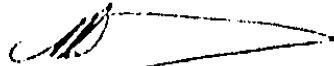
Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE FIFTEEN

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of May, 1995.



Incorporator and Subscriber
EMILIO PERATA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared EMILIO PERATA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who produced: FL. OIL, and who (did/did not) take an oath, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10 day of May, 1995.

The following form of Id. was produced: FL. OIL.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
MARA PERAZA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC305860
MY COMMISSION EXP. SEPT 5, 1997

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING
AGENT UPON WHICH PROCESS MAY BE SERVED** FILED

95 MAY 12 PM 12:11

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: STATE
TALLAHASSEE, FLORIDA

First -- That ROSEMARY MANOR, 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 EMILIO PERATA located at 780 N.W. 42nd Avenue, Suite 621, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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

By: 

EMILIO PERATA
(Resident Agent)