

P93000038557

Alberto L. Mares  
2595 SW. 87 Ave.  
Miami Fla. 33145

1000001452921  
-04/11/95--01038--015  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. A&A Medical Supplies, Inc.  
(Corporation Name) (Document #)

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

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

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

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

FILED  
95 MAY 16 AM 9:07  
SECRETARY OF STATE  
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 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

W95-8002  
789,509.671

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

April 13, 1995

**ALBERTO LINARES**  
2595 S.W. 87 AVE.  
MIAMI, FL 33165

**SUBJECT: A & A MEDICAL SUPPLIES, INC.**  
**Ref. Number: W95000008002**

We have received your document for A & A MEDICAL SUPPLIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

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) 487-6973.

**AMANDA HERRING**  
Document Specialist

Letter Number: 295A00017087

FILED  
95 MAY 16 PM 9 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **CERTIFICATE OF INCORPORATION**

### **ARTICLE ONE**

#### **NAME**

THE NAME OF THIS CORPORATION SHALL BE:

**A & A Medical Supplies, Inc.**

### **ARTICLE TWO**

#### **NATURE OF BUSINESS**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE LAWS OF THE STATE OF FLORIDA.

### **ARTICLE THREE**

#### **TERM OF EXISTENCE**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGIN IS

THE DATE OF THE INCORPORATION

### **ARTICLE FOUR**

#### **MINIMUM CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN FIVE HUNDRED DOLLARS ( \$ 500.00 ) , OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY LAW.

### **ARTICLE FIVE**

#### **NUMBER OF DIRECTORS**

THIS CORPORATION SHALL AT ALL TIMES HAVE AT LEAST ONE DIRECTOR WHO IS RESIDENT OF THE UNITED STATES OF AMERICA. THE STOCKHOLDERS OF THIS CORPORATION MAY, FROM TIME TO TIME, INCREASE OR DIMINISH THE SIZE OF THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED THAT THE CORPORATION SHALL AT ALL TIME HAVE A MINIMUM OF ONE DIRECTOR.

THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION IS:

PRESIDENT ALBERTO LINARES/ SECRETARY ALBERTO LINARES, SR.  
2595 SW 87 AVENUE, MIAMI, FL 33165

## ARTICLE SIX

### CLASSES OF DIRECTORS

THE BY-LAWS OF THIS CORPORATION MAY PROVIDE THAT THE DIRECTORS BE DIVIDED INTO TWO OR MORE CLASSES WHOSE TERMS OF OFFICE SHALL RESPECTIVELY EXPIRE AT DIFFERENT TIMES, PROVIDED THAT NO SUCH TERM SHALL CONTINUE LONGER THAN THREE YEARS, AND PROVIDED FURTHER THAT AT LEAST ONE-FOURTH IN THE NUMBER OF THE DIRECTORS SHALL BE ELECTED ANNUALLY.

## ARTICLE SEVEN

THIS CERTIFICATE OF THE INCORPORATION MAY BE AMENDED ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

## ARTICLE EIGHT

### CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

- A.. **DESTINATION:** 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:  
  
500 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 IN THE ABSENCE 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. **CUMULATIVE VOTING:** NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF CUMULATIVE VOTING.
- 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 LIQUIDATION OR DISSOLUTION OF THIS CORPORATION, TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS CORPORATE DEBTS AND OBLIGATIONS.

## ARTICLE NINE INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY AND ALL OF ITS DIRECTORS, OFFICERS, EMPLOYEES, OR AGENTS, OR FORMER DIRECTORS, OFFICERS, EMPLOYEES, OR AGENTS, OR FORMER DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS, OR ANY PERSON WHO MAY HAVE SERVED AT ITS REQUEST AS A DIRECTORS, OFFICERS, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISE, IN WHICH ITS OWN SHARES OF CAPITAL STOCKS, OR OF WHICH IT IS A CREDITOR, AGAINST THE EXPENSES, INCLUDING THE COST OF ANY JUDGMENTS, FINES, SETTLEMENTS AND COUNSEL FEES, ACTUALLY AND NECESSARILY PAID OR INCURRED CONNECTION WITH ANY ACTION, SUITOR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE (AND ANY APPEALS THEREOF) TO WHICH ANY SUCH PERSON OR HIS LEGAL REPRESENTATIVE MAY BE MADE A PARTY, OR MAY BE THREATENED TO BE MADE A PARTY BY REASON OF HIS DIRECTOR, OFFICER, EMPLOYEE OR AGENT, HIS DUTIES, OR PROVIDED, THAT SUCH ACTION, SUIT OF PROCEEDING SHALL BE SETTLED WITHOUT A FINAL DETERMINATION ON THE MERITS AND IT SHALL BE DETERMINED THAT SUCH DIRECTOR, OFFICER, EMPLOYEE OR AGENT HAD NOT IN ANY SUBSTANTIAL WAY BEEN DERELICT IN THE DETERMINATION TO BE MADE BY A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THIS CORPORATION WHO WERE NOT PARTIES TO SUCH ACTIONS, SUIT OR PROCEEDINGS, THOUGH LESS THAN A QUORUM, OR BY ANY ONE OR MORE DISINTERESTED PERSONS TO WHOM THE QUESTIONS MAY BE REFERRED BY THE BOARD OF DIRECTORS.

THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR, OFFICER, EMPLOYEE OR AGENT, MAY BE ENTITLED AS A MATTER OF LAW OR WHICH MAY BE LAWFULLY GRANTED TO HIM.

## ARTICLE TEN SPECIAL VOTING PROVISIONS

THE OCCURRENCES ENUMERATED IN THIS ARTICLE SHALL NOT BE AUTHORIZED, NOR SHALL THEY HAVE ANY FORCE OR EFFECT, UNLESS ASSENTED TO IN WRITING BY THE HOLDERS OF THE REQUIRED PERCENTAGE OF THIS CORPORATION'S STOCK ENTITLED TO VOTE AT THE TIME OF THE PROPOSAL OF ANY SUCH OCCURRENCE. FOR EACH OCCURRENCE, THE REQUIRED PERCENTAGE SHALL BE AS FOLLOWS:

1. AMENDMENT OF THIS CERTIFICATE OF INCORPORATION.
  2. SALE LEASE OR EXCHANGE OF ALL THIS CORPORATION'S PROPERTY AND ASSETS, OR OF ANY PROPERTY OR ASSETS OF THIS CORPORATION ESSENTIAL TO THE BUSINESS OF THIS CORPORATION.
- REQUIRED PERCENTAGE: MAJORITY

3. MERGER OR CONSOLIDATION OF THIS CORPORATION INTO OR WITH ANY OTHER CORPORATION.  
REQUIRED PERCENTAGE: MAJORITY
4. VOLUNTARY DISSOLUTION OF THIS CORPORATION.  
REQUIRED PERCENTAGE: MAJORITY

### ARTICLE ELEVEN

#### PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE OF CASH OR ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE IT IS OFFERED TO OTHERS.

### ARTICLE TWELVE

#### PERCENTAGE OF SHARES

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER TO THE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES WHICH EACH OF THEM AGREES TO TAKE ARE AS FOLLOWS:

ALBERTO LINARES 50%  
ALBERTO LINARES, SR. 50%  
2595 SW 87 AVENUE  
MIAMI, FL 33165

#### SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

THE UNDERSIGNED INDIVIDUAL, COMPETENT TO CONTRACT, EXECUTES THIS CERTIFICATE OF INCORPORATION AS SUBSCRIBER, AND INITIAL DIRECTOR. THE UNDERSIGNED INDIVIDUAL SHALL HOLD OFFICE AS DIRECTOR UNTIL HIS SUCCESSORS HAVE QUALIFIED, FOLLOWING THEIR ELECTION OR APPOINTMENT. THE INITIAL STREET ADDRESS IN FLORIDA OF THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE 2595 SW 87 AVENUE, MIAMI, FL 33165.

THE CORPORATION MAY CHANGE ITS PRINCIPAL OFFICE AT ANY TIME.

SUBSCRIBER/DIRECTOR: ALBERTO LINARES  
STREET ADDRESS/PRINCIPAL OFFICE: AS STATED ABOVE.

AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THE STATE.

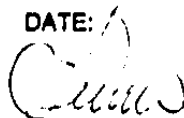
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

A handwritten signature in black ink, appearing to read 'ALBERTO LINARES', is positioned above the printed name.

ALBERTO LINARES

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER DOES MAKE SUBSCRIBE,  
ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A  
CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

DATE: /



ALBERTO LINARES

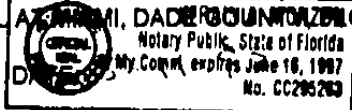
STATE OF FLORIDA)

:SS

COUNTY OF DADE )

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED THE  
INDIVIDUAL DESCRIBED IN, AND WHO EXECUTED THE FOREGOING CERTIFICATE OF  
INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THE SAME WAS  
EXECUTED FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND OFFICIAL  
SEAL AT MIAMI, DADE COUNTY, FLORIDA.



  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

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

IN PURSUANCE OF CHAPTER 48,091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: THAT A & A MEDICAL SUPPLIES, INC. DESIRING TO ORGANIZE UNDER THE  
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE S INDICATED IN THE  
ARTICLES OF INCORPORATION, AT THE CITY OF MIAMI, COUNTY OF DADE, STATE OF  
FLORIDA HAS NAMED:

ALBERTO LINARES  
2595 SW 87 AVENUE  
MIAMI, FL 33165



**P950000 38557**  
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

500001956535  
-09/25/96--01059--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. A & A MEDICAL SUPPLIES, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:10 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILING	
<input checked="" 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 FILING	
<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 SEP 26 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
96 SEP 25 AM 10:57  
DIVISION OF CORPORATION

*Handwritten signature/initials*

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 25, 1996

**LAZARUS CORPORATE INDUSTRIES**

**MIAMI, FL**

**SUBJECT: A & A MEDICAL SUPPLIES, INC.**  
**Ref. Number: P95000038557**

We have received your document for A & A 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):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The name and capacity of the person signing the document must be noted beneath or opposite the 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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 196A00044151

RECEIVED  
96 SEP 25 AM 11:09  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
A & A MEDICAL SUPPLIES, 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 NUMBER FIVE: The President ALBERTO LINARES IS ELECTED NEW SECRETARY, and ALBERTO LINARES SR., IS ELECTED PRESIDENT.

**FILED**  
96 SEP 26 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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: 5/15/96

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

☐ The amendment(s) was/were approved by the 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)"

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

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15th day of MAY, 1996

Signature

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

OR

(By a majority if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ALBERTO LINARES

Typed or printed name

Incorporator

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

  
ALBERTO LINARES SR.

May 15th 1996

DATE