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FILED

95 JUN -6 PM 3:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)385-6715

OFFICE USE ONLY

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

- 1. Victoria Home of Miami, Inc
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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*****78.75 *****78.75~~

Walk in Pick up time 2:00

Certified Copy

Mail out Will wait Photocopy

Certificate of Status ~~500001509485
-06/09/95--01025--012
*****78.75 *****78.75~~

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

NANCY HENDRICKS JUN - 6 1995

Examiner's Initials

LAW OFFICES
ALBERTO J. PARLADE
3850 SOUTHWEST 87TH AVENUE
SUITE 207
MIAMI, FLORIDA 33165

ALBERTO J. PARLADE, ESQ.
JUAN E. FIGUERAS, ESQ.

TELEPHONE
(305) 552-5777
TELECOPIER
(305) 552-4954

June 2, 1995

Secretary of State
Division of Corporation
Caller Service #1500
Tallahassee, Florida 32302-1500

RE: Filing of Articles of Incorporation for:
VICTORIA HOME OF MIAMI, INC.

Gentlemen:

The undersigned is the attorney for the above referenced Corporation.

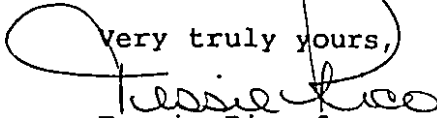
Enclosed herein please find check covering the following fee:

- Filing Articles of Incorporation	\$ 70.00
- Certificate of Good Standing	\$ 8.75
TOTAL:	<u>\$ 78.75</u>

Upon filing the Articles of Incorporation, please return a copy of the Articles of Incorporation stamped "FILED" to the undersigned along with the Certificate of Good Standing at your earliest possible convenience.

Should you have any questions and/or need any additional information do not hesitate to contact our office. Otherwise thank you for your attention in this matter.

Very truly yours,


Tessie Rico for
ALBERTO J. PARLADE, ESQ.

AJP:tir

Enclosure

ARTICLES OF INCORPORATION
OF
VICTORIA HOME OF MIAMI, INC.

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ARTICLE I

The name of the corporation is VICTORIA HOME OF MIAMI, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Laws of the State of Florida.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is one thousand (1000) shares of One (\$1.00) Dollar par value each. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation or in any voting agreement to which all shareholders are party, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

MARIA DE LOS ANGELES SANCHEZ
5403 S.W. 127th COURT
Miami, Florida 33175

LEONID LAZARO QUINTANA
5403 S.W. 127th COURT
Miami, Florida 33175

ARTICLE XI

The initial registered agent of the corporation is LEONID LAZARO QUINTANA. The street address of the corporation's initial registered office is:

Principal

5403 S.W. 127th COURT
Miami, Florida 33175

ARTICLE XII

The name and address of the incorporator of the corporation is:

LEONID LAZARO QUINTANA
5403 S.W. 127th COURT
Miami, Florida 33175

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: June 2, 1995.

Leonid Lazaro Quintana
Leonid Lazaro Quintana, Incorporator

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 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: VICTORIA HOME OF MIAMI, INC..
2. The name and address of the registered agent and office is:

LEONID LAZARO QUINTANA
5403 S.W. 127th COURT
Miami, Florida 33175

Signature Leonid Lazaro Quintana
LEONID LAZARO QUINTANA, Incorporator

Date: June 2, 1995.

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 STATUES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Leonid Lazaro Quintana
LEONID LAZARO QUINTANA

Date: June 2, 1995.

Signed this 25 day of Septiembre, 19, 95.

By X M. Saiche

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

OR
(A Director or Incorporator if adopted by the directors or incorporators)

M^a de los Angeles Sanchez
(Typed or printed name)

Director

(Title)