

P 950000 49602

FILED
95 JUN 26 PM 2
SECRET
TALLAHASSEE

HAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

89 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

800001525878
-06/28/95--01058--017
****122.50 ****122.50

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

- ULTRA CARE MEDICAL'S DIAGNOSTIC CENTER, INC.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(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

N. HENDERSON JUN 26 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF

ULTRA CARE MEDICAL & DIAGNOSTIC CENTER, INC.

The under signed hereby agrees to organize a corporation in accordance with Chapter 607, Florida Statute (the "Florida General Corporation Act.") as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is:

ULTRA CARE MEDICAL & DIAGNOSTIC CENTER, INC.

ARTICLE II. CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual commencing upon the filing of these Articles of Incorporation unless dissolved according to law.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business having to do, but not limited to the healthcare industry, including medical services and diagnostic services;
2. Said corporation shall further have powers to.
 - Have perpetual succession by its corporate name;
 - Sue and be sued, complain and defend in its corporate name in all actions or proceedings;
 - Have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- Purchase, take, receive, lease or otherwise, acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever, situated;
- Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- Lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;
- Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, sue, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state territory, governmental district, or municipality or of any instrumentality thereof;
- Make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income;
- Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
- Conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
- Elect or appoint officers and agents of the corporations and define their duties and fix their compensations.
- Make and alter bylaws not inconsistent with its articles of incorporation or with the laws of this state, for the administrations;
- Make donations for the public welfare or for charitable, scientific, or educational purposes;
- Transact any and all lawful business which the board of directors shall find to be in aid of governmental policy;
- Pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all or of the directors, officers, and employees of its subsidiaries;
- Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
- Have and exercise all powers necessary or convenient to effect its purposes,
- Indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock, One (\$1.00) par value.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

ARTICLE V. INITIAL OFFICE

The initial address of the principal office of the Corporation shall be:

4100 SW 57 AVENUE
Miami, Florida 33155

ARTICLE VI. DIRECTORS

The number of directors constituting the initial board of directors shall be two (2). The number of directors may increase or decrease as provided by the Bylaws of the Corporation in the manner provided by the law.

The names and addresses of the person (s) who shall serve as the initial directors are:

GREGORIO G. BETANCOURT - 772 E 33 ST
HIALEAH, FLORIDA 33013

VICTORIA RUBIO - 6520 W. 25TH LANE
HIALEAH, FLORIDA 33016

ARTICLE VII. INCORPORATOR

The name and address of the incorporators of these Articles of Incorporation are:

GREGORIO G. BETANCOURT - 772 E 33 ST
HIALEAH, FLORIDA 33013

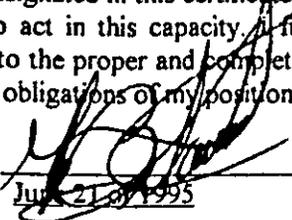
ARTICLE VIII. REGISTER AGENT

Pursuant to the provisions of section 607.0501 or 617.0501. Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designations the registered office/registered agent, in the State of Florida.

The name and address of the initial Register Agent of the Corporation is:

GREGORIO G. BETANCOURT - 772 E 33 ST
HIALEAH, FLORIDA 33013

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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature 
Date June 21 of 1995

The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.

ARTICLE IX. PREEMPTIVE RIGHTS

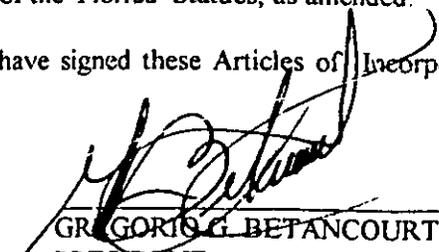
Every shareholder shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) of any or all the shares previously issued. and/or any new issue of stocks for cash of this corporation at the price at which it is offered to others

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the incorporator have signed these Articles of Incorporation this 21 day of June, 1995.

VICTORIA RUBIO
SECRETARY



GREGORIO G. BETANCOURT
PRESIDENT

P95000049602

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

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*****35.00 *****35.00

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

1. ULTRA CARE MEDICAL @ DIAGNOSTIC CENTER P
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) *INC. Name Change Amend*
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	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 95 JUL 19 PM 3:04
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1995

LAZARUS

MIAMI, FL

SUBJECT: ULTRA CARE MEDICAL & DIAGNOSTIC CENTER, INC.
Ref. Number: P95000049602

We have received your document for ULTRA CARE MEDICAL & DIAGNOSTIC CENTER, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Please remove Mr. Betancourt's name from the title area.

Please do not try to change the address of the incorporator unless the person who is the incorporator has had an address change.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 595A00034380

WILL WAIT

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
95 JUL 19 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF
ULTRA CARE MEDICAL & DIAGNOSTIC CENTER, 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

UltraCare MED/DIAGNOSTIC CENTER, INC.

ARTICLE # VI - THE NEW DIRECTOR OF THE CORPORATION WILL READ AS FOLLOWS:
ARTURO VALDES 510 E 29 STREET
(P/VP/S/T) HIALEAH, FL. 33013

ARTICLE # VIII - THE NEW REGISTERED AGENT WILL BE:
ARTURO VALDES 510 E 29 STREET
HIALEAH, FL. 33013

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: JULY 14, 1995

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 _____

Signed this 14 day of JULY, 1995.

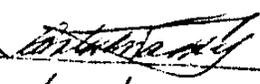
By X 
Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders;
OR
(A director or incorporator if adopted by the directors or incorporators)

GREGORIO BETANCOURT
(Typed or printed name)

President

(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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS BY POSITION AS REGISTERED AGENT.

SIGNATURE X 
DATE 7/14/95