

P95000059263

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)305-6715

4000001553794
+03/07/95--01013--013
****122.50 ****122.50

OFFICE USE ONLY

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

1. D. B. C. MEDICAL CENTER, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

EFFECTIVE DATE

JUL 3 1 1995

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

95 AUG -1 PM12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Examiner's Initials

ARTICLES OF INCORPORATION
OF:

A.B.E. MEDICAL CENTER INC.
1350 East 4th Avenue
Hialeah Florida 33010

ARTICLE I - NAME

The name of this corporation is: A.B.E. MEDICAL CENTER INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 (FIVE HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds

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shall have the right to purchase this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1350 East 4th Avenue, Hialeah, Florida 33010
and the name of the initial registered agent of this corporation at that address is ADONAY ARIAS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Director (s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
ADONAY ARIAS, PRES. AND TREASURER (Owner 65% shares) S/S #266-29-8159 (12/31/1938)	4264 West 7 Lane, Hialeah Fl. 33012
EDUARDO N. TERNAANDEZ, V. PRES. & SECRETARY (Owner 35% of shares) S/S #589-19-4783 (9/19/1963)	1013 SW 13 Ave., Miami Fl. 33145

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer, or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled or shall

anything herein contained to affect the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that one of the directors of the corporation are pecuniarily or otherwise interested in, or are director or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
ADONAY ARIAS, PRES. & TREAS.	4264 West 7 Lane, Hialeah Fl. 33012
EDUARDO N. FERNANDEZ, VICE-PRES. & SEC.	1013 SW 13 Ave., Miami, Fl. 33145

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation this 31th day of July of 1995.

* Adonay Arias
ADONAY ARIAS, PRES. & TREASURER
* Eduardo N. Fernandez
EDUARDO N. FERNANDEZ, SEC. & VICE-PRES.

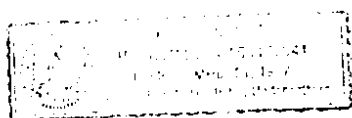
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ADONAY ARIAS AND EDUARDO N. FERNANDEZ----- known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31th day of July of 1995.

Marian Murray
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMED 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.B.C. MEDICAL CENTER 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 ADONAY ARIAS
located at 1350 East 4th Avenue
City of Miami, Florida 33101 County of Dade,
State of Florida, as its agent to accept service of process
within this State.*

ACKNOWLEDGEMENT:

*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 said Act relative to
keeping open said office.*

x Adonay Arias
REGISTERED AGENT
ADONAY ARIAS

OFFICE OF STATE
CLERK OF FLORIDA

55 AUG - 1 PM 12:48

FILED

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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

600001604606
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*****35.00 *****35.00

OFFICE USE ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT 10 PM 12:14

FILED

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95 OCT 10 11:00 AM

N. HENDRICKS OCT 10 1995

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
A.B.E. MEDICAL CENTER, INC.

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95 OCT 10 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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 X. According with Meeting of Directors, Officers and Stockholders, the Vice-President of this corporation shall be:

ADONAY ARIAS - 4264 West 7 Lane, Hialeah, Florida 33012
(Owner of 100% of shares)

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: October 3 of 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 Shareholders (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 9th day of October, 1995.

Signature

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Adonay Prias, P.R.S.
Typed or printed name

President

Title