

P95000061090

A. ERNEST CRUZ, MBA, J.D. PA

TRANSMITTAL LETTER

Department of State
Division of Corporation
PO Box 6327
Tallahassee FL 32314

600001554166
-08/07/95--01049--006
****122.50 ****122.50

SUBJECT: Ferreira Marble & Tile, Corp.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above referenced entity, and a check in the amount of \$122.50. Please file said document

FROM: A. ERNEST CRUZ, MBA, J.D. PA
3900 NW 79 AVENUE, SUITE 737
MIAMI FL 33166

(305) 591-9448

Handwritten signature/initials

FILED
95 AUG -7 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3900 NW 79TH AVENUE
SUITE 737
MIAMI, FL 33166
(305) 591-9448

9825 WEST SAMPLE ROAD
SUITE 207
CORAL SPRINGS, FL 33065
(305) 753-7599

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE, FLORIDA

We, the undersigned natural person(s) of the age of twenty-one or more, acting as incorporators of a corporation under title 607.164, of the LAWS of the State of Florida, adopt the following Articles of Incorporation for such corporation.

1. *The name of the corporation, hereinafter referred to as the Corporation, shall be
Ferreira Marble & Tile, Corp.*
2. *The duration of the Corporation shall be perpetual.*
3. *The object and purpose for which the Corporation is formed is to engage in the sales and installation of marble and tile and any other business permitted by law.*
4. *The aggregate number of shares which the Corporation is initially authorized to issue is one thousand (1000). There shall be one class of stock with a par value of one dollar(\$1.00). There shall be no preferences, qualifications, limitations, restrictions or special rights with respect to the one class of stock.*

5. *Shareholder(s) have the pre-emptive right to acquire additional shares of stock.*
6. *Provisions for the regulation of the internal affairs of the Corporation are contained in the By-Laws of the Corporation.*
7. *The Corporation will not commence business until at least one thousand dollars (\$1,000) has been received by it as consideration for the issuance of shares.*
8. *The initial registered office and principal place of the Corporation shall be located at: 2448 NW 9th Terrace Fort Lauderdale, FL 33311. The initial registered agent is **Carlos Ferreira**.*
9. *The following person(s) shall constitute the initial Board of Directors of the Corporation, and shall serve until the first annual meeting, or until, their successors shall be elected: **Carlos Ferreira, and Monica Tortolero**, whom resides at 2448 NW 9th Terrace Fort Lauderdale, FL 33311.*
10. *The incorporator(s) of this corporation is/are **Carlos Ferreira, and Monica Tortolero** whom resides at the address stated in Paragraph 9.*

11. *The Articles of Incorporation shall constitute a binding agreement and may be amended by the affirmative vote of majority of the Board of Directors in Office.*
12. *The registered agent acknowledges that she is familiar with and ac. epts, the duties and responsibilities of registered agent for this Corporation.*

IN WITNESS WHEREOF, We have duly executed and adopted these ARTICLES OF INCORPORATION, on this 15th day of July 1995.

Carlos Ferreira

Carlos Ferreira

Incorporator/ REGISTERED AGENT

Monica Tortolero

Monica Tortolero

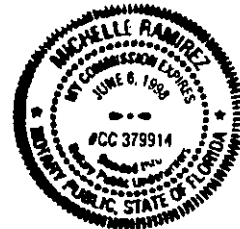
Incorporator

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 15th DAY OF July, 1995.

M. Michelle Ramirez

NOTARY PUBLIC

Seal:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000061990

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

600002030826--2
-12/17/96--01085--023
*****35.00 *****35.00

Office Use Only

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

1. GOOD HEALTH RENTAL EQUIPMENTS, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:00
- Mail out Will wait Photocopy

- Certified Copy
- Certificate of Status

FILED
 96 DEC 17 PM 1:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 95 DEC 17 AM 1:14
 DIVISION OF CORPORATIONS

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 checked="" 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. HENDRICKS DEC 17 1996

Examiner's Initials

FAX

ARTICLES OF DISSOLUTION

FILED
96 DEC 17 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Good Health
Rental EQUIPMENTS, INC

SECOND: The date dissolution was authorized: DECEMBER 11 - 96

THIRD: Adoption of Dissolution (check one)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by _____."
(voting group)

Signed this 11 day of DECEMBER, 1996

Signature Susy Lima
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Susy Lima
(Typed or printed name)

President
(Title)