

P9600000 1924

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96 JAN -8 AM 11:36

DIVISION OF CORPORATION

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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-01/08/96--01037--016  
\*\*\*\*122.50 \*\*\*\*122.50

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

- 1. Will Sand Medical Service, Inc.  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 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	
<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

Examiner's Initials CA

1/8/96

EFFECTIVE DATE

01/04/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

WILLSAND MEDICAL SERVICE, INC.

ARTICLE I - NAME

The name of this corporation is WILLSAND MEDICAL SERVICE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved according to law and it's existence shall commence on the date of execution and acknowledgement.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of one dollar ( \$ 1.00 ) par value common stock which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, 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, 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 at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address and the initial registered office of this corporation is: 2756 W 72 St. Hialeah, Fl 33016 and the name of the initial registered agent of this corporation at that address is: Sandra J. Nunez .

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Guillermo Rodriguez-Pres/Treas	620 SW 10 St. Apt 202 Miami, Fl 33130
Sandra J. Nunez-V.P./Sect.	2756 W 72 St. Hialeah, Fl 33016

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:  
Sandra J. Nunez -2756 W 72 St. Hialeah, Fl 33016.

ARTICLE IX-SHAREHOLDERS' QUORUM AND VOTING

Seventy-five (75%) percent of the shareholders' entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 75% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X-SHAREHOLDERS MEETING REQUIRED

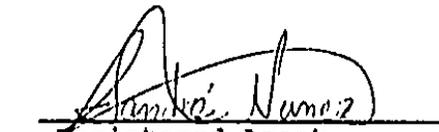
Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.



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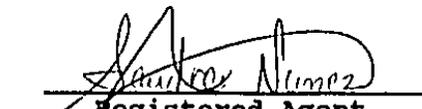
REGISTERED AGENT

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: WILLSAND MEDICAL SERVICE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hialeah, County of Dade, State of Florida, has named Sandra J. Nunez located at 2756 W 72 St. Hialeah, Fl 33016, as its agent to accept service of process within this state.

  
\_\_\_\_\_  
Registered Agent  
Sandra J. Nunez

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.

  
\_\_\_\_\_  
Registered Agent  
Sandra J. Nunez