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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

700001713857  
-02/13/96--01101--016  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. NEUMAN SPECIAL CARE SERVICES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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☒ Pick up time 2:00

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of State

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

FILED  
96 FEB 13 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 13 AM 11:45  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
NEUMAN SPECIAL CARE SERVICES, INC.

FILED

96 FEB 13 PM 1:19

The undersigned, being a natural person and competent to contract, for the purpose of establishing a corporation under the Florida Business Corporation Act, Chapter 607, hereby adopts the following Articles of Incorporation and does hereby certify that:

SECRETARY OF STATE  
STATE OF FLORIDA

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the Corporation formed hereunder shall be: NEUMAN SPECIAL CARE SERVICES, INC. and the principal place of business is located at 3590 South State Road 7, Suite 15, Miramar, FL 33023.

ARTICLE II - NATURE OF BUSINESS

The purpose of the corporation created hereunder shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - DURATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock which the Corporation hereunder shall be authorized to issue shall be FIVE HUNDRED (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Arnaldo Alfonso  
President/Secretary/Treasurer  
3590 South State Road 7, Suite 15  
Miramar, FL 33023

The member of this first Board of Directors shall hold office for the first year of existence of this Corporation, or until a successor is elected or appointed and has qualified, whichever occurs first.

## ARTICLE VI - INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

Arnaldo Alfonso  
President/Secretary/Treasurer  
3590 South State Road 7, Suite 15  
Miramar, FL 33023.

## ARTICLE VII - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

## ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation Act, except that this Corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior Shareholder's approval.

## ARTICLE IX - REGISTERED AGENT

The Registered Agent of this Corporation and registered office in the State of Florida shall be:

Arnaldo Alfonso.  
3590 South State Road 7, Suite 15  
Miramar, Florida 33023

## ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general power conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the Corporation shall have the following powers:

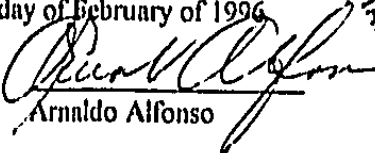
- (a) *To enter into, or become a partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or corporation.*
- (b) *At its option, to purchase and acquire any or all of its stock owned and held by any Shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase; provided however, that the capital of the corporation is not impaired.*

- (c) *At its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.*
- (d) *To enter into for the benefit of its employees, one or more of the following:*
  - (i) *A Pension Plan;*
  - (ii) *A Profit-Sharing Plan;*
  - (iii) *A Restricted Stock Option Plan;*
  - (iv) *A Medical Reimbursement Plan;*
  - (v) *Other Retirement or Incentive Compensation Plan.*
- (e) *To elect to issue Sec. 1244 stock.*


## ACKNOWLEDGEMENT OF REGISTERED AGENT

I, Arnaldo Alfonso, the undersigned, named as Registered Agent in the Articles of Incorporation of **NEUMAN SPECIAL CARE SERVICES, INC.**, do hereby accept the designation as Registered Agent and agree to comply with all the duties required under Florida Law for serving in the position of Registered Agent of said Corporation.

DATED at Miami, Dade County, Florida this 8th day of February of 1996

  
Arnaldo Alfonso

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set his hand and seal this 8th day of February of 1996; for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of his knowledge, information and belief.

  
Arnaldo Alfonso  
President/Secretary/Treasurer

FILED  
96 FEB 13 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACKNOWLEDGEMENT OF SIGNATURES

STATE OF FLORIDA

}  
} SS.

COUNTY OF DADE }

BEFORE ME, a Notary Public duly authorized to make acknowledgments personally appeared *Arnaldo Alfonso*, who after being by me duly sworn, deposes and says that he is the person described as Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 8th day of February of 1996.

My commission expires:

CC#



CARMEN S. MORALES  
Notary Public, State  
My comm. expires March 31, 1997  
Comm. No. CG 273265

*Carmen S. Morales*

Notary Public  
State of Florida at large