

P96000028964

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

Office Use Only

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

1. A S S Medical Services, 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

789-502-672  
W96-6965

FILED STATE  
SECRETARY OF CORPORATIONS  
96 APR -3 PM 1:28

RECEIVED  
96 APR -1 PM 11:30  
DIVISION OF CORPORATION

Examiner's Initials

g/4/3/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 APR -3 PM 1:20

April 1, 1996

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVENUE #16  
MIAMI, FL 33174

SUBJECT: A & S MEDICAL SERVICES, INC.  
Ref. Number: W96000006965

We have received your document for A & S MEDICAL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 296A00014792

RECEIVED  
96 APR -3 AM 10:53  
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLE I

NAME

The name of this Corporation shall be:

ABSA MEDICAL SERVICES, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

ARTICLE IV

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five hundred dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is One hundred (100) shares, having a par value of Five dollars (\$5.00) per share.
- C. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services

rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

- D. Voting rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.
- E. Liquidation rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE VI

##### NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director. The Stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all time have a minimum of one Director.

#### ARTICLE VII

##### AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

#### ARTICLE VIII

##### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:  
Required percentage ==> 51%
2. Sale, lease, or exchange, of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:  
Required percentage ==> 51%
3. Merger or consolidation of this Corporation into or with any

other Corporation:  
Required percentage ==> 51%

4. Voluntary dissolution of this Corporation:  
Required percentage ==> 51%

#### ARTICLE IX

##### STOCKHOLDERS AND DIRECTORS

The name and addresses of the Stockholders and Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
ALEXANDER L. BRETOS	8820 N.W. 194TH TER. MIAMI. FL. 33015	D/PRES/TREAS.	50
SAMUEL AGUILAR	8820 N.W. 194TH TER. MIAMI. FL. 33015	D/V.PRES/SECRET.	50

#### ARTICLE X

##### REGISTERED AGENT

The Registered Agent and the Registered Office of this Corporation shall be:

ALEXANDER L. BRETOS  
8820 N.W. 194TH TER. MIAMI. FL. 33015

#### ARTICLE XI

##### SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States resident competent to contract, execute this Certificate of Incorporation as its Subscriber and Director. The undersigned individual shall hold office as a Director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the principal office of this Corporation. The Corporation may change its principal office at any time.

Subscriber and Director : ALEXANDER L. BRETOS  
Address of Principal Office: 8820 N.W. 194TH TER.  
MIAMI, FL 33015

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a Corporation for profit under the laws of the State of Florida.

Date: 03-25-96

*Alexander L. Bretos*

ALEXANDER L. BRETOS

*Samuel Aguilar*

SAMUEL AGUILAR

STATE OF FLORIDA) ss:  
COUNTY OF DADE )

Before me, the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purpose therein expressed.

In witness whereof, I have hereunto affixed my hand and official seal at Hialeah, Dade County, Florida.

Date: 3/25/96

*Eleanor Ovedia*  
\_\_\_\_\_  
NOTARY PUBLIC



ELEANOR OVEDIA  
COMMISSION # CC 367096  
EXPIRES APR 25, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED**

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In pursuance of chapter 48.091, Florida statutes, the following  
is submitted in compliance with Said Act:

That ABSA MEDICAL SERVICES, 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 MIAMI,  
County of Dade, State of Florida, has named ALEXANDER L. BRETOS as  
its agent to accept service of process within this State.

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of Said Act relative to keeping open Said Office.

FILED STATE  
SECRETARY OF CORPORATIONS  
65 WPR-3 PH 1:28



REGISTERED AGENT  
ALEXANDER L. BRETOS