

P96000033754

LAZARUS CORP. & 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

30000178822
-04/17/96--01046--092
****122.50 ****122.50

Office Use Only

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

1. HEALTH XXT CORP
(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

W96-8578

SN ADD 17 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: HEALTH XXI CORP.
Ref. Number: W96000008278

We have received your document for HEALTH XXI CORP. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 296A00017943

RECEIVED
95 APR 18 AM 10:44
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
HEALTH XXI CORP.

The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: HEALTH XXI CORP.

ARTICLE II - DURATION

This Corporation shall have perpetual existance.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

Sale, Rentals, Distribution of Durable Medical Equipment (DME) and health related supplies.

In addition, the Corporations is formed to engage in any other business or trade, which in the opinion of the directors, may be carried out in connection with said primary business, and to do all such things as are incidental or conducive to the above objects or any of them.

To purchase, sell, rent, lease, convey, mortgage, or otherwise acquire or dispose of or encumber real estate, real property, personal property, chattells, chattels real, notes, bonds, stocks, mortgages and securities and any interest therein, for itself or for others.

To lend and borrow money and secure the payment thereof by accepting or giving mortgages, personal endorsements, assignments of personal property or other security.

The full power and authority to do any and all other acts necessary or incidental to the powers herein specifically designed, and to do all and everything necessary to accomplish the objects enumerated in the Articles of Incorporation to the protection and benefits of the Corporation, and, in general to carry on any lawful business necessary or incidental to the attainment of the objects set forth in these Articles or any amendment thereof.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 per value common stock, which shall be designated "Common Shares".

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, 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 street address of the initial registered office of this Corporation is:

13528 S.W. 9th Lane
Miami, Fl. 33184

and the name of the initial registered agent is:
Francisca Isora Suarez.

ARTICLE VII - INCORPORATOR

The names and addresses of the persons signing these articles are:

1. Francisca Isora Suarez
13528 S.W. 9th Lane
Miami, Fl. 33184

2. Clara Nespereira
12645 S.W. 43 St.
Miami, Fl. 33175

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Francisca Isora Suarez - 50 Shares @ \$1.00 par value
Clara Nesporeira - 50 Share @ \$1.00 par value

for a total amount of \$100.00.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price at terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by Certified Special Mail, Return Receipt Requested giving five (5) days written notice.

ARTICLE XI - SHAREHOLDERS MEETING REQUIRED

One Hundred percent (100%) of the shares 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 One Hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - 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, except as provided for in Article XIX.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 shareholders of this Corporation.

ARTICLE XIV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - MEETING BY TELEPHONE CONFERENCE

Shareholders may participate in special meetings by means of telephone conference as provided by law.

ARTICLE XVI - ACTION BY SHAREHOLDERS WITHOUT A MEETING

The shareholders may take action by written consent, as provided by law.

ARTICLE XVII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XIX - NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the Stockholders at the following addresses:

- | | |
|------------------------|----------------------|
| 1. 13528 S.W. 9th Lane | 2. 12645 S.W. 43 St. |
| Miami, Fl. 33184 | Miami, Fl. 33175 |

ARTICLE XX - INITIAL DIRECTORS AND OFFICERS

This Corporation shall have at least one (1) directors, their names and address are as follows:

- | | |
|---------------------------|----------------------|
| 1. Francisca Isora Suarez | 2. Clara Nespereira |
| President | Secretary, Treasurer |
| 13528 S.W. 9th Lane | 12645 S.W. 43 St. |
| Miami, Fl. 33184 | Miami, Fl. 33175 |

ARTICLE XXI - PRINCIPAL OFFICE ADDRESS

The initial address of the principal office of this Corporation in the State of Florida is 13528 S.W. 9th Lane, Miami, Fl. 33184. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 16 day of April, 1996.

Having been named as registered agent and to accept the service.

5600 249-55-641-0

President

Incorporator / Registered Agent

Chapman

FL. L. N. 116-140-41-784

Secretary / Treasurer

STATE OF FLORIDA)
COUNTY OF DADE)

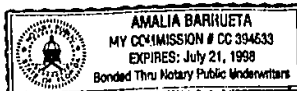
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared before me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

WITNESS my hand and seal in the County and State aforementioned this 16 day of April, 1996.

Amalia Barrieta

NOTARY PUBLIC, State of Florida

My Commission Expires:



FILED
MAY 18 1996
NOTARY PUBLIC
FLORIDA