

APR 23 1996 10:26 PM

P. 1

**P4600035766**

TELEPHONE: 904-922-4000 FAX: 904-385-6761  
STATE: FLORIDA DIVISION OF CORPORATIONS  
SUBJECT TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF  
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET  
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN  
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761  
(((H96000005669))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ALLSTATE BUILDING MAINTENANCE, INC. FAX AUDIT NUMBER: H96000005669  
CURRENT STATUS: REQUESTED DATE REQUESTED: 04/22/1996 TIME REQUESTED:  
17:24:21 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF  
PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00  
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover  
sheet when submitting documents to the Division of Corporations. Your document  
cannot be processed without the information contained on this page. Remember to  
type the Fax Audit number on the top and bottom of all pages of the document.  
(((H96000005669))) \*\* ENTER 'M' FOR MENU. \*\*

*How for pick up*

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TALLAHASSEE, FLORIDA

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

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 MIAMI

ARTICLES OF INCORPORATION  
 OF

ALLSTATE BUILDING MAINTENANCE, INC.

THE UNDERSIGNED, FRANCISCO JAVIER VANEGAS executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

a. The name of this corporation shall be:

ALLSTATE BUILDING MAINTENANCE, INC.

b. The mailing address of this corporation shall be at:

28 W. Flagler Street, Suite 202  
 Miami, FL 33130

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

Stuart A. Lipson, Esq.  
 Fla. Bar No. 885770  
 28 W. Flagler St. #202  
 Miami, FL 33130  
 (305) 377-1464

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ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 28 W. Flagler Street #202  
Miami, FL 33130

Registered Agent: Stuart A. Lipson, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: FRANCISCO JAVIER VANEGAS

ADDRESS: C/O 28 W. Flagler Street #202  
Miami, FL 33130

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

NAME: FRANCISCO JAVIER VANEGAS

ADDRESS: C/O 28 W. Flagler Street, #202  
Miami, FL 33130

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**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of April, 1996.

*Francisco Javier Vanegas*  
FRANCISCO JAVIER VANEGAS,  
Incorporator

STATE OF FLORIDA

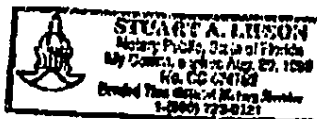
COUNTY OF DADE

SS:

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared FRANCISCO JAVIER VANEGAS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 19<sup>th</sup> day of April, 1996, by FRANCISCO JAVIER VANEGAS who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

*Stuart A. Lison*  
Notary Public, State of Florida  
NAME:  
ADDRESS  
SUITE  
Commission No.  
My commission expires:



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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.**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ALLSTATE BUILDING MAINTENANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, Dade County, State of Florida, has named Stuart A. Lipson, Esq., located at 26 W. Flagler Street, #202, Miami, FL 33130 as its agent to accept service of process within this state.

**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 provisions of said Act relative to keeping open said office.

*Stuart A. Lipson*  
Stuart A. Lipson, Esq.,  
Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this        day of April, 1996, by Stuart A. Lipson, Esq. who is personally known to me or who has produced        as identification and who did take an oath.

*Barbara Escobar*  
Notary Public, State of Florida  
NAME: *BARBARA ESCOBAR*  
ADDRESS  
SUITE  
Commission No.:  
My commission expires:



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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

00000000000000000000  
12/20/96--01024--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. MEDICAL NECESSITIES, 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 State

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 checked="" 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 DEC 23 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 DEC 20 AM 10:46  
DIVISION OF CORPORATION

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 20, 1996

**LAZARUS CORPORATE INDUSTRIES**

**MIAMI, FL 33174**

**SUBJECT: MEDICAL NECESSITIES, INC.**  
**Ref. Number: P96000033049**

We have received your document for MEDICAL NECESSITIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must also contain the address of the registered agent which must be at a Florida street address.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 296A00056838

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

MEDICAL NECESSITIES, INC.

(present name)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55 DEC 23 AM 8:13

FILED

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE 5: OFFICERS/DIRECTORS

NEW OFFICER: JOSE M. AMOR PRESIDENT, VICE-PRESIDENT  
SECRETARY, TREASURER

NEW REGISTERED AGENT: JOSE M. AMOR

ADDRESS: 1250 W. 63 ST. #7  
HIALEAH, FL. 33012

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: 12/06/1996

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 06 day of DECEMBER, 19 96

Signature

*Jose M. Amor*  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSE M. AMOR

Typed or printed name

PRESIDENT

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

*Jose M. Amor*

12/06/96

DATE