

PA6000043321

AMERILAWYER<sup>®</sup>

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

00000001 8132540  
-05/21/96-01100-004  
\*\*\*210.00 \*\*\*470.00

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

1. MIAMI HEALTH CENTER CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 21 PM 3:34

5-21-96  
Examiner's Initials UFW

**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI HEALTH CENTER CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 21 PM 3:34

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **MIAMI HEALTH CENTER CORP.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 4210 Southwest 115th Avenue and the mailing address is Miami, Florida 33165 the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is George A. Zayas whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	George A. Zayas
Secretary:	George A. Zayas
Treasurer:	George A. Zayas

whose addresses shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

George A. Zayas

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

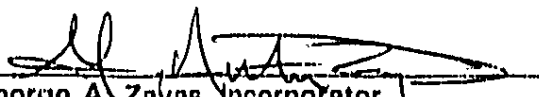
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**IN WITNESS WHEREOF**, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20 May 1996.

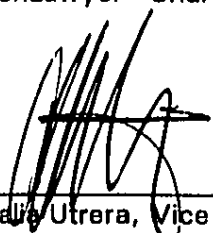
  
George A. Zavala, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
26 MAY 21 PM 3:34

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

  
By: \_\_\_\_\_  
Natalie Utrera, Vice President

ARTIFIC SUB



P96000043321

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. MIAMI HEALTH CENTER CORP. (Corporation Name) (Document #) Amend
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

7/25/96 10:48:17  
-07705296-01052-003  
TALLAHASSEE, FL 32309-0000

- Walk in     Pick up time 5:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 JUL 25 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

65 JUL 25 11:17  
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MIAMI HEALTH CENTER CORP.

FILED  
96 JUL 25 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

AMENDMENT ARTICLE 5:

THE NAMES AND ADDRESSES OF THE CORPORATE OFFICERS ARE CHANGED TO:

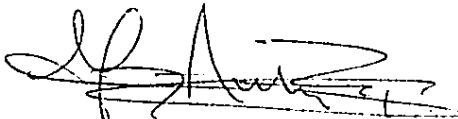
NAME	TITLE	ADDRESS
GEROGE A. ZAYAS	President/D	3383 N.W. 7th ST. Suite 311 Miami, Fl. 33125
JOSE L. MARQUEZ	Vice-Pres/D	155 W. 49th ST. Hialeah, Fl. 33012
LIZ RODRIGUEZ	Secretary/D	6095 W. 19 Ave. Apt. 217 Hialeah, Fl. 33012

AMENDMENT ARTICLE 7.4:

THE BOARD OF DIRECTOR OF THE CORPORATION MAY, BY RESTATED ARTICLES OF INCORPORATION, CLASSIFY OR RECLASSIFY ANY UNISSUED STOCK FROM TIME TO TIME BY SETTING OR CHANGING THE PREFERENCES, CONVERSIONS OR OTHER RIGHTS, VOTING POWERS

AMENDMENT CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE AND THE RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA:

IS CHANGED TO: GEORGE A. ZAYAS  
3383 N.W. 7th STREET Suite 311  
MIAMI, FL. 33125






THESE ARTICLES OF AMENDMENT WERE ADOPTED ON THE 10th DAY OF JULY 1996.

THE AMENDMENTS WERE APPROVED UNANIMOUSLY BY THE SHAREHOLDERS.

Signed this 10th day of JULY, 1996.

  
\_\_\_\_\_  
GEORGE A. ZAYAS, President

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.

  
\_\_\_\_\_  
Registered Agent

July 10, 1996

P9600004332

FILED  
SEP 18 AM 11:27  
TALLAHASSEE, FLORIDA

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

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1. MIAMI HEALTH CENTER CORP. (Corporation Name) (Document #) *Amended*
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #) 200002292652--9  
-09/15/97--01035--023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 SEP 15 AM 11:06  
DIVISION OF CORPORATION

\*00789, 00573, 00672

Examiner's Initials



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

September 15, 1997

Lazarus Corporate Industries, Inc.  
890 S.W. 87 Avenue  
Suite 16  
Miami, FL 33174

**SUBJECT: MIAMI HEALTH CENTER CORP.**  
Ref. Number: P96000043321

We have received your document for MIAMI HEALTH CENTER CORP. and your check(s) totalling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 497A00045758

RECEIVED  
97 SEP 17 PM 3:31

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MIAMI HEALTH CENTER CORP.**

97 SEP 18 AM 11:27  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

AMENDMENT ARTICLE 5:

THE NAMES AND ADDRESSES OF THE CORPORATE OFFICERS ARE CHANGED TO:

NAME	TITLE	ADDRESS
GEORGE A. ZAYAS	President/D	2150 CORAL WAY 1TH FLOOR Miami, Fl. 33145
DENIO ODOARDO	Vice-Pres/D	2150 CORAL WAY 1TH FLOOR Miami, Fl. 33145

AMENDMENT ARTICLE 4:

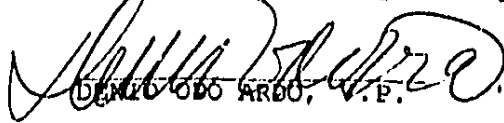
THE NAME AND STREET ADDRESS OF THE INCORPORATORS OF THIS CORPORATION ARE CHANGED TO:

NAME	% OF STOCK	ADDRESS
GEORGE A. ZAYAS	50%	2150 CORAL WAY 1TH FLOOR Miami, Fl. 33145
DENIO ODOARDO	50%	2150 CORAL WAY 1TH FLOOR Miami, Fl. 33145

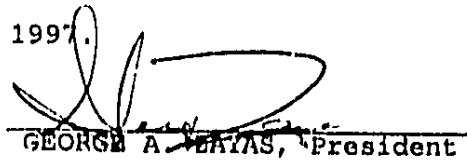
THESE ARTICLES OF AMENDMENT WERE ADOPTED ON THE 30th DAY OF  
AUGUST , 1997.

THE AMENDMENTS WERE APPROVED UNANIMOUSLY BY THE SHAREHOLDERS.

Signed this 30<sup>th</sup> day of August, 1997.



Demio Odo Ardo, V.P.



GEORGE A. ARIAS, President