

P96000046646

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. ALLIED medical REHABILITATION SERVICES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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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/ QUALIFICATIONS	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -3 PM 1:43

FILED

DIVISION OF CORPORATION

96 JUN -3 AM 11:03

RECEIVED

ARTICLES OF INCORPORATION OF ALLIED MEDICAL REHABILITATION SERVICES, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

ALLIED MEDICAL REHABILITATION SERVICES, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON, ARE TO DO ANY AND ALL OF THE THINGS LAWFUL UNDER THE LAWS OF THE STATE OF FLORIDA, AND ANY OTHER STATE, MUNICIPALITY AND/OR TERRITORIES OF THE UNITED STATES OF AMERICA, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO.

- A. TO BUY, SELL, MARKET, DISTRIBUTE ITEMS OF EVERY TYPE AND NATURE, INCLUDING BUT NOT LIMITED TO ANY MARKETABLE PRODUCT OR ITEM WHETHER PRODUCED BY THE CORPORATION OR BY OTHERS.
- B. TO PROVIDE MENTAL HEALTH AND/OR OTHER REHABILITATIVE SERVICES TO THE COMMUNITY AT LARGE, BOTH ADULT AND JUVENILE. TO SERVICE TO INCLUDE, BUT NOT LIMITED TO, VOCATIONAL EDUCATIONAL TRAINING PROGRAMS, COUNSELING, VOCATIONAL REHABILITATION, ADULT BASIC EDUCATION, THERAPY, AND/OR ANY OTHER RELATED HEALTH OR MEDICAL SERVICES.

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- C. TO PURCHASE, TAKE AND LEASE, OR IN EXCHANGE, HIRE OR OTHERWISE ACQUIRE ANY REAL OR PERSONAL PROPERTY, RIGHTS OR PRIVILEGES SUITABLE OR CONVENIENT FOR ANY OF THE PURPOSES OF THIS BUSINESS, AND TO PURCHASE, ACQUIRE, ERECT AND CONSTRUCT, MAKE IMPROVEMENTS OF BUILDINGS OR MACHINERY, STORES OR WORKS. TO BORROW OR RAISE MONEY FOR ANY PURPOSE OF THE COMPANY AND TO SECURE THE SAME AND INTEREST THEREON OR FOR ANY OTHER PURPOSE, INsofar AS THE SAME MAY BE APPURTENANT TO OR USEFUL FOR THE CONDUCT OF THE BUSINESS AS ABOVE SPECIFIED.
- D. THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND/OR ANY FOREIGN COUNTRY WHERE IT MAY OPERATE FROM TIME TO TIME.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION SHALL BE ONE HUNDRED SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE HUNDRED DOLLARS (\$100.00), ONE DOLLAR (\$1.00) EACH, FULLY PAID AND NON-ASSESSABLE, ALL OF WHICH SHALL BECOME COMMON STOCK, AND THE SAME SHALL BE ISSUED AND SOLD FOR SUCH CONSIDERATION AS MAY BE FIXED BY THE BOARD OF DIRECTORS, AND SUCH SHARES OF STOCK SHALL BE ISSUED, SOLD OR TRANSFERRED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE PRINCIPAL OFFICE AND RESIDENT ADDRESS OF THIS CORPORATION SHALL BE:
**510 W 29TH STREET
HIALEAH, FL 33012**

ARTICLE VII

THE RESIDENT AGENT OF THE CORPORATION SHALL BE:
**ALICIA HERRERA
510 W 29TH STREET
HIALEAH, FL 33012**

THE BOARD OF DIRECTORS, IN ITS DISCRETION, MAY REPLACE ITS RESIDENT AGENT AT ANY TIME, WITH SUCH REPLACEMENT TO BE EFFECTIVE UPON NOTICE OF SUCH REPLACEMENT BEING FILED WITH THE SECRETARY OF STATE.

ARTICLE VIII

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY THE BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) NOR MORE THAN FIVE (5), IN ACCORDANCE WITH THE BY-LAWS TO BE ADOPTED BY THE BOARD OF DIRECTORS WHICH ARE NOT IN CONFLICT WITH THE PROVISIONS OF THESE ARTICLES OF INCORPORATION.

ARTICLE IX

THE NAMES AND ADDRESSES OF THE OFFICERS AND THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF ITS EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED, ARE AS FOLLOWS:

**ALICIA HERRERA
510 W 29TH STREET
HIALEAH, FL 33012**

DIRECTOR/PRESIDENT/TREASURER

**MARIA CUIEL
510 W 29TH STREET
HIALEAH, FL 33012**

DIRECTOR/VICE-PRESIDENT/SECRETARY

ARTICLE X

THE NAMES AND POST OFFICE ADDRESSES OF THE SUBSCRIBERS TO THIS CERTIFICATE OF INCORPORATION, AND THE NUMBER OF SHARES EACH AGREES TO TAKE, AND THE CONSIDERATION THEREFORE, THE PROCEEDS OF WHICH WILL AMOUNT TO AT LEAST ONE HUNDRED DOLLARS (\$100.00) ARE AS FOLLOWS:

NAME AND ADDRESSES
ALICIA HERRERA
510 W 29TH STREET
HIALEAH, FL 33012

SHARES
50

CONSIDERATION
\$50.00

MARIA CURIEL
510 W 29TH STREET
HIALEAH, FL 33012

50

\$50.00

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBE TO THIS CERTIFICATE OF INCORPORATION AT THE CITY OF HIALEAH, FLORIDA, THIS 31ST DAY OF MAY AD 1996, FOR THE USES AND PURPOSES AFORESAID.


ALICIA HERRERA


MARIA CURIEL

I, UNDERSIGNED, HEREIN ACCEPT THE APPOINTMENT AS REGISTERED AGENT


ALICIA HERRERA
510 W 29TH STREET
HIALEAH, FL 33012

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

1. THE NAME OF THE CORPORATION IS:
ALLIED MEDICAL REHABILITATION SERVICES, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

**ALICIA HERRERA
510 W 29TH STREET
HIALEAH, FL 33012**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

(CORPORATE OFFICER)

TITLE

PRESIDENT

DATE

MAY 31ST, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

ALICIA HERRERA

DATE

MAY 31ST, 1996

P96000046646

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

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09/02/97--01052--000

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97 SEP -2 PM 2:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

97 SEP -2 PM 11:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Handwritten signature and initials.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLIED MEDICAL REHABILITATION SERVICES, INC.**

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

FIRST: Amendment adopted:

ARTICLE IX: The names and addresses of the new officers of the corporation and its Board of Directors is as follows:

Oreste Alonso Director/President

5384 W 16th Avenue

Hialeah, FL 33012

Maria Curiel

Director/Vice-President/Secretary

5384 W 16th Avenue

Hialeah, FL 33012

Alicia Herrera

Director/Treasurer

5384 W 16th Avenue

Hialeah, FL 33012

ARTICLE X: The names and addresses of the new Board of Directors and the shares each agrees to take is as follows:

<u>Name and Address</u>	<u>Shares</u>
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Oreste Alonso	33 1/3
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5384 W 16th Avenue

Hialeah, FL 33012

Maria Curiel

33 1/3

5384 W 16th Avenue

Hialeah, FL 33012

Alicia Herrera

33 1/3

5384 W 16th Avenue

Hialeah, FL 33012

SECOND: The date of the amendment's adoption: **August 26th, 1997.**

THIRD: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 26th day of August, 1997.

By 

Maria Curiel

Director/Vice-President

97 SEP -2 PM 2:30
SECRET
TALLAHASSEE, FLORIDA

P96 0000 46646

August 26, 1997

To Whom It May Concern:

Please be advised that the new address of **ALLIED MEDICAL REHABILITATION SERVICES, INC.** is:

**5384 W 16th Avenue
Hialeah, Florida 33012**

Thank you.

See 9/2