

P.96000048223

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. JOSEPH L. ESPOSITO M.D., P.A.

(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

FILED
95 JUN - 6 PM 12:11
TALLAHASSEE, FLORIDA

95 JUN - 6 PM 2:00

ARTICLES OF INCORPORATION
OF
JOSEPH L. ESPOSITO M.D., P.A.

FILED
96 JUN -6 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby associate himself (themselves) to form a Corporation under the laws of the State of Florida.

ARTICLE I

NAME

JE
The name of this corporation is: JOSEPH L. ESPOSITO M.D., P.A.

ARTICLE II

PURPOSES

JE
The general nature of the business to be transacted by this corporation are: The corporation may engage as a general physician or any lawful business permitted under the laws of the United States and of the State of Florida

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be SEVEN THOUSAND FIVE HUNDRED & 00/100 (\$7,500.00) dollars represented by seven hundred fifty (750) shares of TEN & 00/100 (\$10.00) dollars each.

This stock shall have full voting rights, preemptive privileges, noncumulative as to dividends, and shall be issued fully paid and non-assessable.

The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation without first giving the right of purchase for TWENTY (20) days to the corporation at the book value of the stock, and thereafter for TEN (10) days to any stockholder of record, at the same price and terms of any bonafide offer which the holder may desire to accept.

9E
182
All of said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is: ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

This corporation shall have (2) Director(s) initially. The number of Directors may be increased at times by vote of the stockholders as the By-Laws direct.

ARTICLE VII

INITIAL DIRECTORS

The name(s) and street address(es) of the member(s) of the First Board of Directors of the corporation is (are) as follows: JOSEPH L. ESPOSITO M.D. AND SILVIA M. ESPOSITO both at 4640 NW 102 AVE #204 , MIAMI FL 33170

ARTICLE VIII

SUBSCRIBERS

FE
SK
The name(s) and street address(es) of the subscriber(s) of these Articles of Incorporation is (are) as follows: JOSEPH L. ESPOSITO AND SILVIA M. ESPOSITO both at 4640 NW 102 AVE , MIAMI FL 33170

ARTICLE IX

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 11800 BIRD ROAD #202, MIAMI FL .

The Board of Directors may from time to time move the principal office to any other address.


ARTICLE X

BY-LAWS

The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, persons or firms, in the absence of fraud, shall be invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction, and no Director or Officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote on any contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors by any such Director may be counted in order to determine the presence of quorum.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

In order to induce persons to serve as Officers and Directors of the corporation, and its subsidiaries and affiliates, if any, the corporation, shall indemnify and hold harmless each person from and against any and all claims, liabilities and expenses to which any such persons

may be subjected by reason of having been a Director or Officer, and in accordance with the foregoing, the corporation shall reimburse or otherwise hold any such person harmless from all expenses reasonably incurred, including legal expenses in defending claims based on alleged acts or omissions of such person while acting as an Officer or Director of the corporation, provided, however, that no such person shall be indemnified against or reimbursed any expenses incurred in defending any claim if it is determined that such person has been derelict of his duties as Director or Officer of the corporation. The foregoing rights of indemnification shall be in addition to all other similar rights to which such persons may be entitled by law, the By-Laws or by resolution adopted by the Board of Directors or the stockholders.

ARTICLE XIII

REGISTERED AGENT

JOSEPH L. ESPOSITO M.D., 11880 BIRD ROAD #202, MIAMI FL 33175


ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, I the undersigned, being the original subscriber(s) to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this day of June 3, 1996.


JOSEPH L. ESPOSITO


SILVIA M. ESPOSITO

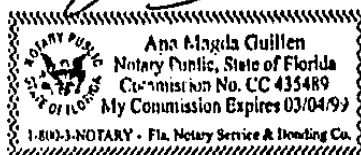
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)
)

Before me, the undersigned Notary, personally appeared
JOSEPH L. ESPOSITO AND SILVIA M. ESPOSITO who is known
to me to be the person described in and who executed the
foregoing Articles of Incorporation, and who, after being by
me first duly sworn, on oath, deposes and says and does
acknowledge before me, that the said Articles to be the act
and deed of the signer and that the matters therein set
forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County,
Florida, this day of JUNE 3, 1996



ANA MAGDA GUILLEN



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: JOSEPH L. ESPOSITO M.D., P.A.
2. The name and address of the registered agent and office is: JOSEPH L. ESPOSITO M.D., 11880 BIRD ROAD #202, MIAMI FL 33178

SIGNATURE

Joseph Louis Esposito
(corporate officer)

TITLE: PRESIDENT

DATE: JUNE 3, 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

Joseph Louis Esposito
Registered Agent

DATE: JUNE 3, 1996

REGISTERED AGENT FILING FEE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN - 6 PM 12:11

FILED