P96000054795

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

100001877951
-06/27/96--01039--024
*****78.75 *****78.75

Office Use Only

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

1. Guadalupe, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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96 JUN 27 AM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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	NEW FILINGS
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

96 JUN 27 AM 10:21
DIVISION OF CORPORATIONS

CR2E031(1/95)

Examiner's Initials	SN JUN 27 1996

FILED

96 JUN 27 PM 1:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUADALUPE, INC.

I, the undersigned subscriber of these articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida hereby certify as follows:

I

The name of the proposed corporation is:

GUADALUPE, INC.

II

The corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

III

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time shall be:

FIVE HUNDRED (500) SHARES AT $1.00 PAR VALUE

IV

This Corporation shall have perpetual existence beginning on the date of incorporation.

V

The principal business office of the Corporation shall be located at:

8567 Coral Way # 339, Miami, Florida 33155

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may, from time to time, be authorized by its Board of Directors.

VI

The initial registered office address of this Corporation shall be:

960 West [illegible] Terrace, Hialeah, Florida [illegible]

and, the Registered Agent at such registered address is:

VICTOR CABRERA

VII.

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum from the transaction of all business.

VIII

The name and street address of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified are:

NAME	ADDRESS
VICTOR CABRERA	960 West 37 Terr. Hialeah, Florida 33012
MARTHA CABRERA	960 West 37 Terr. Hialeah, Florida 33012

IX

The name and street address of each incorporator is:

NAME	ADDRESS
VICTOR CARRERA	960 West 37 Terr. Hialeah, Florida 33012
MARTHA CARRERA	960 West 37 Terr. Hialeah, Florida 33012

X

The By-Laws of this Corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

XI

This Corporation shall have, in addition to a President, Vice President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws.

XII

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

XIII

Every person who now is or hereafter shall become a Director of this Corporation shall be indemnified by the corporation against all costs and expenses (including attorney s fees) hereafter reasonable incurred by or imposed upon him in connection with or resulting from any action.

[illegible] of whatsoever nature, to which [illegible] [illegible] of his being or having been a Director of the [illegible] whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of the indemnification herein provided shall not be exclusive of the other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged this Articles of Incorporation this 25 day of June, 1996.

Victor Cabrera

VICTOR CABRERA, President

Martha Cabrera

MARTHA CABRERA,
Sec/Treasurer

STATE OF FLORIDA :
ss:
COUNTY OF DADE :

I HEREBY CERTIFY that on the 25 day of June ....
19 96, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements.

VICTOR CABRERA AND MARTHA CABRERA

to me well known and known to me to be the person(s) who executed the foregoing ARTICLES OF INCORPORATION and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year first above written.

Lourdes Teresita Botana
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
LOURDES TERESITA DOTANA
COMMISSION # CC 375447
EXPIRES JUL 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That: GUADALUPE, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Incorporation, at City of Miami, County of Dade, State of Florida, has named:

VICTOR CABRERA

Located at: 960 West 37 Terr. Hialeah, Fl. 33012

as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Victor Cabrera

Registered Agent

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96 JUN 27 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

900001892153
-07/12/96--01045--007
*****35.00 *****35.00

Office Use Only

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(Corporation Name) (Document #)

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96 JUL 12 PM 12:42 SECRETARY OF STATE TALLAHASSEE, FL FILED

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	NEW FILINGS
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96 JUL 12 AM 10:55 DIVISION OF CORPORATIONS RECEIVED

N. HENDRICKS JUL 1 2 1996

Examiner's Initials	

CR2E031(1/95)

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

FILED

96 JUL 12 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUADALUPE, INC.

____

____

(present name)

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 I: THE NEW NAME OF THE CORPORATION WILL BE:
GUADALUPE MEDICAL EQUIPMENT, INC.

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: JULY 9, 1996.

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

[X] 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 9th day of JULY, 19 96.

Signature Victor Cabrera
(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)

VICTOR CABRERA
Typed or printed name

PRESIDENT
Title