

P96000065985

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

STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Man Cue, Inc. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in Pick up time 2:30 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

TALLAHASSEE, FLORIDA
AUG - 7 PM 3:15
FILED

W96-16402



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: MAR CARE, INC.
Ref. Number: W96000016402

We have received your document for MAR CARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 996A00037467

ARTICLES OF INCORPORATION
OF
MAR Care Center, Inc.

FILED
MAR 7 1987
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida:

ARTICLE I- Name

The name of the corporation is: MAR Care Center, Inc.

ARTICLE II- Duration

The corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III- Purpose

The corporation is organized for the purpose of: Any kind of legal business.

ARTICLE IV- Stated Capital

This corporation shall have the authority to issue 500 shares of One dollar (\$1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the cooperation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonaccessible.

ARTICLE V- Preference, Limitations, and Relative Rights of Shares of Capital Stock

Section 1. Rights upon liquidation or dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding Common Shares.

ARTICLE VI- Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII- Initial Registered Office and Agent

The street address of the initial registered office of this corporation and the principal office is: 1460 NW 107 Ave. Suite P Miami Florida 33172 and the name of the initial registered agent of this corporation at that address is: Griselle Saavedra.

ARTICLE VIII- Initial Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation, who shall hold office until their successors, who shall be chosen at the first meeting of the shareholders, is: Griselle Saavedra 1460 NW 107 Ave. Suite P Miami Florida 33172.

ARTICLE IX- Conflict of Interest

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are peculiarly or otherwise interested in, or are directors of officers of such other corporation; any Director individually or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Director.

and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE X- Assignment of Subscriptions

The original subscribers to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver their subscriptions to any other person, firm or corporation (upon the approval of the Board of Directors) who may thereafter become subscribers, and assume and carry out all the rights, liabilities, and duties entailed by such subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment; provided however, that any but not all, of said subscriptions may be assigned by the subscribers to the corporation so that less than the numbers of shares subscribed for may be initially issued to stockholders.

ARTICLE XI- By Laws

The power to adopt, alter, amend or repeal By-Laws adopted by the shareholders, but the Board of Directors may not alter, amend, or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII- Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida and all rights conferred upon the stockholders herein are subject to this reservation.

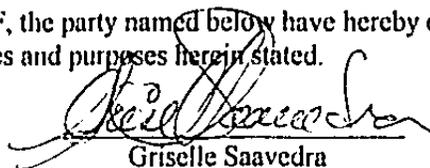
ARTICLE XIII- Incorporators

The name and address of the subscriber of these Articles of Incorporation is: Griselle Saavedra 1460 NW 107 Ave. Miami Florida 33172.

ARTICLE XIV- Initial Place of Business

The initial place of business: 1460 NW 107 Ave. Miami Florida 33172.

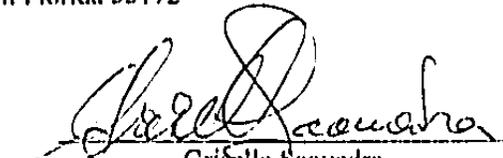
IN WITNESS WHEREOF, the party named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.



Griselle Saavedra
Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

I, THE UNDERSIGNED, HEREBY CERTIFY that I accept the appointment as
Registered Agent of the corporation: MAR Care which registered office is 1460
NW 107 Ave. Miami Florida 33172 Center, Inc.


Griselle Saavedra
Registered Agent

WITNESS my hand and official seal at Dade County, Florida, this 8 day of 6,
19 96

FILED
95 AUG -7 PM 3:15
TALLAHASSEE, FLORIDA

P96000065985

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 07 AVENUE SUITE 116
Address

MIAMI, FL 33174 (305) 552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSE

Office Use Only

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

1. MAP CARE CENTER, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

06 SEP 20 PM 1:58
 FEDERAL REGISTER STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

06 SEP 20 PM 1:17
 FEDERAL REGISTER STATE
 TALLAHASSEE, FLORIDA

AM & FF 7-20

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAR CARE CENTER, INC

SEP 20 PM 1:58
STATE OF FLORIDA
TALLAHASSEE

(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 VIII Directors: The new directors will now be:

President Grisell Saavedra 1460 NW 107 Ave.
Suite P. Miami Florida 33172

Vice-President Francisco Torres 1460 NW 107 Ave.
Suite P Miami Florida 33172

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:

N/A

THIRD: The date of each amendment's adoption: 9/13/96

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 18 day of September, 19 96

Signature


(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)

Grisell Saavedra

Typed or printed name

President/Director

Title

P96000065985

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. UNION HEALTH MEDICAL ASSOCIATION, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ **S00002314685--0**
(Corporation Name) (Document #) **-10/08/97--01011--013**
*******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

NEW FILINGS	
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<input type="checkbox"/>	Merger

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 4: 20

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

NLC
Amend
SB
10/10/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 AM 10: 31

W97-23052

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1997

LAZARUS CORPORATE INDUSTRIES, INC.

TALLAHASSEE, FL

SUBJECT: MAR CARE CENTER, INC.
Ref. Number: P96000065985

We have received your document for **MAR CARE CENTER, INC.** . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the corporation (before amendment) is **MAR CARE CENTER, INC.** Please list the current name of the corporation in the heading and correct the name in the first paragraph.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 297A00049521

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAR CARE CENTER, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 4:20

Pursuant to section 607-1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is **MAR CARE CENTER, INC.**
SECOND: The following amendment to the articles of incorporation was adopted by the Corporation.

ARTICLE IX: The name of the corporation will be change as follows: **UNION HEALTH MEDICAL ASSOCIATION, INC.**

ARTICLE VII: The register address of the corporation is **1480 NW 107 AVE SUITE P, MIAMI, FLORIDA 33172.**

Third: The amendment was adopted by all shareholders of the corporation on the 2nd day of October of 1997.

MAR-CARE CENTER, INC.


**GRISELL SAAVEDRA
PRESIDENT**