

9960000 78415

LAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

990 S.W. 17 AVENUE SUITE 16  
Address

MIAMI, FL 33174 (305) 552-3973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSE

4000001552744  
09/20/96-01029-016  
\*\*\*\*\*70.75 \*\*\*\*\*70.75

Office Use Only

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

1. GEMINI OXYMETRY INC.  
(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               |

RECEIVED  
96 SEP 20 AM 11:19  
DIVISION OF CORPORATION

10  
F / F / F /  
96 SEP 20 PM 21 19  
ARTICLES OF INCORPORATION  
OF

STATE  
TALLAHASSEE, FLORIDA

GEMINIS OXYMETRY INC.

I, the undersigned, hereby make, adopt, subscribe and acknowledge these Articles of Incorporation for the purpose of organizing and incorporating under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of the corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

GEMINIS OXYMETRY INC.

ARTICLE II - PURPOSE

The nature of the business, objects and purposes to be transacted and carried on are to engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 60 shares of common stock, having \$10.00 par value, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be \$ 600.00.

ARTICLE V - CORPORATE EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - POST OFFICE ADDRESS

The post office address of the principal office of this corporation shall be:  
3900 NW 79 Ave. Suite 650, Miami, Fl. 33166

with the privilege of having branch or other offices at other places within or without the State of Florida. The principal office may be moved to such other address as the Board of Directors shall by resolution determine.

ARTICLE VII - NUMBER OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors consisting of two persons initially.

The number of directors may be changed from time to time By-Laws adopted by the stockholders; but shall never be less than the minimum number required by the laws of the State of Florida, as amended from time to time.

ARTICLE VIII - INITIAL DIRECTORS

| <u>NAME</u>        | <u>ADDRESS</u>                     |
|--------------------|------------------------------------|
| Leonora Escalera   | 10040 SW 15 Terr. Miami, Fl. 33174 |
| Alexandra Mendoza. | 10040 SW 15 Terr. Miami, Fl. 33174 |

ARTICLE IX - OFFICERS

| <u>NAME</u>        | <u>TITLE</u>        |
|--------------------|---------------------|
| Leonora Escalera.  | President.          |
| Alexandra Mendoza. | Secretary/Treasurer |

ARTICLE X - SUBSCRIBERS

The name and post office addresses of the subscribers to these articles are as follow:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|----------------|
|-------------|----------------|

|                   |                      |
|-------------------|----------------------|
| Leonora Escalera. | Same as article VIII |
|-------------------|----------------------|

ARTICLE XI - AMENDMENTS

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

ARTICLE XII - REGISTERED OFFICE AND AGENT

The initial street address of the registered office of the corporation is:

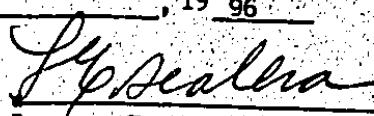
3900 NW 79 Ave. Suite 650, Miami, Fl. 33166

and the registered agent is:

Leonora Escalera.

The undersigned has (have) executed these Articles of Incorporation this:

18th day of September, 19 96

  
(SEAL)  
Leonora Escalera.-President.

(SEAL)

(SEAL)

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 /s: GEMINIS OXYMETRY INC.

2. The name and address of the registered agent and office is:  
LEONORA ESCALERA.

(NAME)

3900 N.W. 79 Ave. Suite 650

(P.O. BOX NOT ACCEPTABLE)

Miami, Fl. 33166

(CITY/STATE/ZIP)

SECRETARY OF  
TALLAHASSEE, FL

96 SEP 20 PH 2:00 PM

SIGNATURE

Leonora Escalera  
(CORPORATE OFFICER)

TITLE President.

DATE 9-18-96

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

DATE 9-18-96