

P96000079321

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CORNERSTONE HOLDINGS, INC.

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50 (Filing Fee and Certified Copy.)

From: Francisco J. Aguero  
1125 Coral Way  
Coral Gables, FL 33134  
305-443-5743

400001954794  
-09/24/96--01107--012  
\*\*\*\*122.50 \*\*\*\*122.50

SEP 24 1996 BSB

FILED  
96 SEP 23 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

### **ARTICLE I**

The name of the corporation is: **CORNERSTONE HOLDINGS, INC.**

### **ARTICLE II**

The duration of the corporation is perpetual.

### **ARTICLE III**

The general purpose of the corporation is organized is "To engage in any lawful business activity for which corporations may be incorporated under the Florida Business Corporation Act."

### **ARTICLE IV**

The aggregate number of shares which the corporation is authorized to be issued is Five Hundred (500). Such shares shall be of a single class (capital stock), shall be \$ 1.00 per share par value, and shall be known as Section 1244 Stock as such stock term is defined in the Internal Revenue Code.

### **ARTICLE V**

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor of services to be determined by the Board of Directors.

### **ARTICLE VI**

The amount of capital with which the corporation shall commence business shall be at least \$ 500.00

**FILED**  
26 SEP 23 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VII**

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

6800 SW 40th Street #226  
Miami, Florida 33155

#### **ARTICLE VIII**

The name and address of the initial registered agent is:

Francisco J. Aguero  
1125 Coral Way  
Coral Gables, FL 33134

#### **ARTICLE IX**

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The name and address of these persons who are to serve as members of the initial Board of Directors are:

Francisco J. Aguero	1125 Coral Way Coral Gables, FL 33134
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Pablo F. Vega	4660 SW 57 Avenue Miami, FL 33155
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#### **ARTICLE X**

The name and address of each incorporator and the number of shares of stock each agrees to take is:

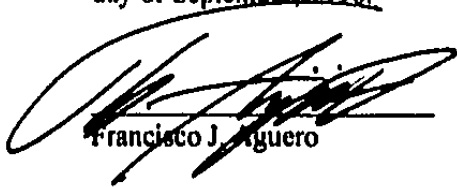
Francisco J. Aguero	1125 Coral Way Coral Gables, FL 33134	250 Shares
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Pablo F. Vega	4660 SW 57 Avenue Miami, FL 33155	250 shares
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# ARTICLE XI

The corporation shall at all times have any corporate powers enumerated in the Florida Business Corporation Act.

The undersigned incorporators have executed these Articles of Incorporation this 12 day of September, 1996.

  
Francisco J. Aguero

  
Pablo F. Vega

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
96 SEP 23 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

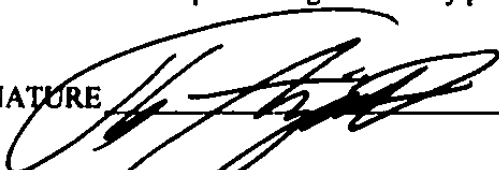
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **CORNERSTONE HOLDINGS, INC.**
2. The name and address of the registered agent and office is:

**Francisco J. Aguero  
1125 Coral Way  
Coral Gables, FL 33134**

Having been named 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 12 Sep 96

P96000079321

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

FILED  
97 MAY 20 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. CORNERSTONE HOLDINGS, INC.  
(Corporation Name) (Document #) name change
2. \_\_\_\_\_  
(Corporation Name) (Document #) 700002191117--0
3. \_\_\_\_\_  
(Corporation Name) (Document #) -05/27/97--01033--023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
4. \_\_\_\_\_  
(Corporation Name) (Document #) amend

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

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

00502  
00789  
00672  
RECEIVED  
97 MAY 27 AM 11:00  
DIVISION OF CORPORATE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 27, 1997

Lazarus Corporate Industries, Inc.  
890 S.W. 87 Avenue  
Suite 16  
Miami, FL 33174

SUBJECT: CORNERSTONE HOLDINGS, INC.  
Ref. Number: P96000079321

We have received your document for CORNERSTONE HOLDINGS, INC. and your check(s) totaling \$35.00. 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.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 197A00028567

RECEIVED  
97 MAY 29 AM 10:59  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CORNERSTONE HOLDINGS, INC.

FILED  
97 MAY 29 PM 1:40  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

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

**1. Amendment Adopted**

Article I currently states, "The name of the corporation is: CORNERSTONE HOLDINGS, INC." and shall be amended to state:

"The name of the corporation is: NEW LIFE PLUS CENTER, INC.

**2. Effect on Issued Shares**

This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

**3. Date of Adoption**

This amendment shall be effective on May 19, 1997.

**4. Approval**

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

**5. Officers**

As of today, upon shareholder approval, **Maria Luisa Aguero** will serve as **President** and **Secretary** of NEW LIFE PLUS CENTER, INC.

Dated: May 19, 1997

Signature \_\_\_\_\_

Francisco J. Aguero  
Chairman, Shareholder and Incorporator



P96000079321

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

300002233713--0

-07/09/97--01050--024

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. NEW LIFE CENTER, 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 10 PM 1:22

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 checked="" 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

Amend  
8/7/10/97

RECEIVED  
97 JUL -9 AM 11:15  
DIVISION OF CORPORATION

\*00789, 00721,

00664, 00573, 00672

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 9, 1997

Lazarus Corporate Industries, Inc.  
890 S.W. 87 Avenue  
Suite 16  
Miami, FL 33174

**SUBJECT: NEW LIFE PLUS CENTER, INC.**  
Ref. Number: P96000079321

We have received your document for NEW LIFE PLUS CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 197A00035440

RECEIVED  
97 JUL 10 AM 10:41  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NEW LIFE PLUS CENTER, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 10 PM 1:22

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

**1. Amendments Adopted**

- a. Article IX currently states, "The number of Directors constituting the Board of Directors of the corporation is two (2). The name and address of these persons who are to serve as members of the Board of Directors are:

Francisco J. Agüero      1125 Coral Way  
Coral Gables, FL 33134

Pablo F. Vega      4660 SW 57 Avenue  
Miami, FL 33155"

and shall be amended to state:

"The number of Directors constituting the Board of Directors of the corporation is two (2). The name and address of these persons who are to serve as members of the Board of Directors are:

Francisco J. Agüero      1125 Coral Way  
Coral Gables, FL 33134

Zoila D. Agüero      1125 Coral Way  
Coral Gables, FL 33134"

b: Article X currently states, "The name and address of each Incorporator and the number of shares of stock each agrees to take is:

Francisco J. Aguero	1125 Coral Way Coral Gables, FL 33134	250 Shares
Pablo F. Vega	4660 SW 57 Avenue Miami, FL 33155"	250 shares

and shall be amended to state:

~~The name and address of each Incorporator and the number of shares of stock each agrees to take is:~~

<del>Zoila D. Aguero</del>	<del>1125 Coral Way Coral Gables, FL 33134</del>	<del>400 Shares</del>
<del>Maria L. Aguero</del>	<del>1125 Coral Way Coral Gables, FL 33134</del>	<del>100 Shares</del>

## **2. Effect on Issued Shares**

The corporation has not issued shares, therefore, this amendment does not provide for an exchange, reclassification or cancellation of issued shares.

## **3. Date of Adoption**

This amendment shall be effective on June 15, 1997.

## **4. Approval**

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

## **5. Officers**

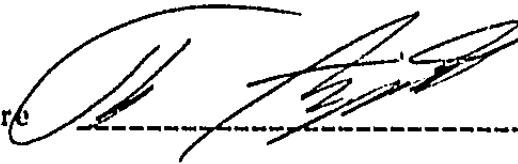
a. As of today, by shareholder approval, **Maria L. Aguero** will serve as **President and Secretary** of : **NEW LIFE PLUS CENTER, INC.**

b. As of today, by shareholder approval, **Zolla D. Agüero** will serve as Vice President of NEW LIFE PLUS CENTER, INC.

c. As of today, by shareholder approval, **Francisco Agüero** will serve as Chief Legal Officer of NEW LIFE PLUS CENTER, INC.

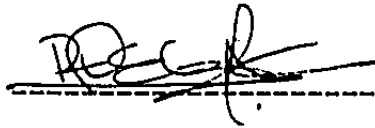
Dated: June 15, 1997

Signature

A handwritten signature in dark ink, appearing to be 'Francisco J. Agüero', written over a horizontal dashed line.

**Francisco J. Agüero**  
Chairman, Shareholder and Incorporator

Signature

A handwritten signature in dark ink, appearing to be 'Pablo F. Vega', written over a horizontal dashed line.

**Pablo F. Vega**  
Shareholder and Incorporator

**CORPORATE ACTION BY CONSENT OF THE  
BOARD OF DIRECTORS AND SHAREHOLDERS  
OF  
NEW LIFE PLUS CENTER, INC.**

As permitted by law, the undersigned Directors and Shareholders, being all of the Directors and Shareholders of the above corporation, unanimously adopt the following corporate action(s) without a meeting.

**1. ELECTION OF DIRECTORS.** The following persons were elected as directors for the terms provided in the bylaws:

Name: Zolla D. Aguero

Name: Francisco J. Aguero

**2. ELECTION OF OFFICERS.** The following officers were elected:

Name: Maria L. Aguero  
Office: President-Secretary

Name: Francisco J. Aguero  
Office: Chief Legal Officer


Name: Zolla D. Aguero  
Office: Vice-President

**3. ADOPTION OF DOCUMENTS/PLANS.** The attached documents/plans were adopted:

- Amended Articles of Incorporation

  
\_\_\_\_\_  
Pablo F. Vega  
Director and Shareholder

7/1/97  
\_\_\_\_\_  
Date

  
Francisco J. Agüero  
Director and Shareholder  
17/1/97  
Date