

P96000086629

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. MIAMI HEALTH CARE SYSTEMS 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
95 OCT 21 PM 1:11
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

RECEIVED

95 OCT 21 AM 10:31

ARTICLE OF INCORPORATION
OF

MIAMI HEALTH CARE SYSTEMS, INC.

FILED
MAY 21 1977
MIAMI, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

MIAMI HEALTH CARE SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Article with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) share of ONE DOLLAR (\$1.00) par value common stock, which shall be designated " Common Share", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, with a lien at times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE V - 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, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial ^{principal} registered office of this corporation is : 4990 S.W. 72 Ave. Miami FL 33155 Suite #104

and the name of the initial registered agent of this corporation at that address is GABRIEL A DELGADO.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one. the name(s) and address(es) of the initial director(s) of this corporation is GABRIEL A DELGADO
4990 S.W. 72 Ave Miami, FL 33155 Suite 104.

ARTICLE VIII - INCORPORATION

The name and address of the person signing these article is: GABRIEL A DELGADO 4990 S.W. 72 Ave Miami, FL 33155 Suite 104

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by anyone of the persons or groups:

- a. The Board of Directors
- b. The holders of not less than one-tenth of all the shares entitled to vote at the meeting.
- c. Such other persons or groups as may be authorized in the Article of Incorporation or the By-Laws.

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitle to vote, represented in person or by proxy, shall constitute a quorum at a meeting of

shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, any other manner reproduced.
- b. To purchase, take receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property of any interest therein, wherever situated.
- c. To sell, convey mortgage, pledge, create a security interest in lease, exchange, transfer, and otherwise dispose of any part of its property and assets.
- d. To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United states or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payments of funds so loaned or invested.
- h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and alter By-Laws, not inconsistent with its Article of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific, or educational purposes.

l. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers and employees of its subsidiaries.

n. To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprise.

o. To have an exercise all powers necessary or convenient to effect its purpose.

ARTICLE XV - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by unanimous written consent as provided by law.

ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment here to, and any right coffered upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executer this Article of Incorporation this: October 18, 1996.

Gabriel A Delgado
Signature

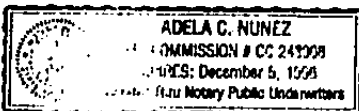
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared GABRIEL A DELGADO known to me and known by me to be the person who executed before me that he execute those Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this October 18, 1996.

Adela C. Nunez
Notary Public, State of
Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.325, Florida States, 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: _____

MIAMI HEALTH CARE SYSTEMS INC.

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

Gabriel A. Delgado 4990 S.W. 72 Ave Suite 104
(P.O BOX NOT ACCEPTABLE)

Miami, Fl 33155
(CITY/STATE/ZIP)

RECEIVED
96 OCT 21 PM 1:11
TALLAHASSEE, FLORIDA
STATE

SIGNATURE Gabriel A. Delgado
(corporate officer)

TITLE: PRESIDENT

DATE: October 18, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES ANT OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Gabriel A. Delgado

DATE October 18, 1996