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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

300002023283--8

-12/09/96--01023--001

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Office Use Only

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

1. PROFESSIONAL REHAB. 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

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 DEC -9 AM 11:05
DIVISION OF CORPORATION

FILED
96 DEC -9 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
PROFESSIONAL REHAB. CENTER, INC.
a Florida Corporation

FILED

96 DEC -9 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name

The name of this corporation is:

PROFESSIONAL REHAB. CENTER, INC.

ARTICLE TWO

The principal address of the corporation shall be:

12805 S.W. 72 Terrace
Miami, Florida 33183

The Board of Director may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

ARTICLE THREE

Duration

The term of existence of the corporation shall be perpetual.

ARTICLE FOUR

Nature of Business

The general nature of the business to be transacted by this corporation is:

- A. General business; and
- B. To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

The Director elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 4:00 o'clock, p.m., on the 6th day of DECEMBER, of each year, at 4:00 o'clock, p.m., at the principal offices of the corporation, or at such other time and place as the Board of Directors may designate from time to time, by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such initial member of the Board of Directors are as follows:

Elizabeth Rivero
12805 S.W. 72 Terrace
Miami, Florida 33183

- C. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE FIVE
Capital Stock

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 400 hundred SHARES shares of common stock having (\$1.00) dollars Par value.

ARTICLE SIX
Initial Capital

The amount of capital with which this corporation will begin business is Five Hundred 00/00 (\$500.00) dollars.

ARTICLE SEVEN
Directors

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE EIGHT
Initial Director and Officer

- A. The initial Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

B. CORPORATE OFFICERS.

The Board of Directors shall elect the following officers: President; Vice President; Secretary; and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Director to elect from time to time. Initially, such officers shall be elected at the first Annual Meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President:	Elizabeth Rivero	25%
Vice President:	Elizabeth Rivero	
Secretary:	Alberto Dominguez	75%
Treasurer:	Elizabeth Rivero	

ARTICLE NINE
Subscribers

The name and residence address of the Subscriber of this corporation is as follows:

Elizabeth Rivero
12805 S.W 72 Terrace
Miami, Florida 33183

ARTICLE TEN
Registered Agent and Office

The name of the Corporation's Registered Agent and the address of the Corporation's Registered Office shall be:

Elizabeth Rivero
12805 S.W. 72 Terrace
Miami, Florida 33183

ARTICLE ELEVEN
Amendments of Articles

These Articles of Incorporation may be amended 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 stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned, being the Subscribers and Incorporators of RELIABLE SERVICES, INC., for the purpose of forming this corporation under the laws of the State of Florida, have executed these Articles of Incorporation, on this the 6th day of DECEMBER, 1996.


Elizabeth Rivero, Subscriber

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ELIZABETH RIVERO who, upon oath, acknowledged before me that she executed the foregoing **ARTICLES OF INCORPORATION of PROFESSIONAL REHAB. CENTER, INC.**, a Florida Corporation, freely and voluntarily, and for the purposes therein expressed.

WITNESS my hand and seal, at Miami, County and State aforesaid, this 6th day of DECEMBER, 1996.

Notary Public
State of Florida at Large

My Commission Expires:

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

Pursuant to the provisions of Section 607.0501 of the 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: PROFESSIONAL REHAB. CENTER,
INC

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

Elizabeth Rivero
12805 S.W. 72 Terrace
Miami, Florida 33183


ELIZABETH RIVERO
President/Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

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.


ELIZABETH RIVERO
Registered Agent