

P 970000 / 1014

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

6000207506--1

02/04/97-01099-022

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. UNIKA MEDICAL MANAGEMENT, 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

FILED  
 97 FEB -4 AM 11:57  
 TALLAHASSEE, FLORIDA  
 SEC. OF STATE

RECEIVED  
 97 FEB -4 AM 10:47  
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
UNIKA MEDICAL MANAGEMENT, Inc.

FILED  
97 FEB -4 AM 11:57  
SECRETARY OF STATE  
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: Unika Medical Management, 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: 6720 West Flagler St. Miami Florida 33144 and the name of the initial registered agent of this corporation at that address is: Raul F. Rodriguez.

#### 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: Raul F. Rodriguez 6720 West Flagler St. Miami Florida 33144.

#### 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: Raul F. Rodriguez 6720 West Flagler St. Miami Florida 33144.

ARTICLE XIV- Initial Place of Business

The initial place of business: 6720 West Flagler St. Miami Florida 33144.

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



Raul F. Rodriguez  
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: Unika Medical Management, Inc. which registered  
office is 6720 West Flagler St. Miami Florida 33144



\_\_\_\_\_  
Raul F. Rodriguez  
Registered Agent

WITNESS my hand and official seal at Dade County, Florida, this 3 day of Feb.,  
19 97

FILED  
97 FEB -11 AM 11:57  
TALLAHASSEE, FLORIDA  
STATE SECRETARY