

P97000012884

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

200002081302--6

-02/07/97--01043--003

*****78.75 *****78.75

Office Use Only

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

1. VICTOR N. SUAREZ M.D., P.A.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Certified Copy

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☒ 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

W97-3183
Principal. O
RECEIVED
97FEB-7 AM 10:57
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 7, 1997

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: VICTOR N. SUAREZ M.D., P.A.
Ref. Number: W97000003185

We have received your document for VICTOR N. SUAREZ M.D., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00006715

RECEIVED
97 FEB 10 AM 10:58
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
VICTOR N. SUAREZ M.D., P.A.

FILED
97 FEB 10 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a Corporation under the provisions of Chapter 621, Florida Statutes, also known as the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is:

VICTOR N. SUAREZ M.D., P.A.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The specific nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the state of Florida to practice Medicine therein.

The Corporation may also engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000 shares of one class of common stock having

a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice Medicine in the State of Florida.

ARTICLE IV
PRINCIPAL REGISTRATION OFFICE
AND PRINCIPAL AGENT

The Corporation's Principal Registered Agent and ^{Principal}~~Registered~~ Office in the State of Florida are:

PRINCIPAL REGISTERED AGENT: VICTOR N. SUAREZ M.D.

PRINCIPAL REGISTERED OFFICE: 8390 W FLAGLER STREET, ste 221
Miami, FL 33144

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Principal Registered Agent to accept service of process on the Corporation at the Principal Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT

ARTICLE V
INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director(s) 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). If required by the ethics of the professions, directors shall be required to possess the same professional qualifications as stockholders are required to possess. The name and post office addresses of the members of the Initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
VICTOR N. SUAREZ M.D.	8390 W FLAGLER STREET, ste 221 MIAMI, FL 33144

ARTICLE IV
SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

NAME

ADDRESS

VICTOR N. SUAREZ M.D.

8390 W FLAGLER STREET
SUITE 221
MIAMI, FL 33144

ARTICLE VII
VOTING TRUSTS

No stockholder of this Corporation shall enter into a voting trust agreement or any type of agreement vesting in another person the authority to exercise the voting power of any all of his shares.

ARTICLE VIII
CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE IX
CONTRACTS

No contract or other transaction between this Corporation and any other Corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this corporation with any person, firm or Corporation, shall be affected by the fact

that any director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or Corporation in which he may be in any way interested.

ARTICLE X
REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same votes as that required to elect a director.

ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES

The stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the stockholders of this Corporation provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a stockholder of this Corporation. If any stockholder becomes legally disqualified to practice Medicine in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase by this Corporation in accordance with the By-Laws adopted by the stockholders.

ARTICLES XII
ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives herein-

above stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchases provided, however, the capital of this Corporation is not impaired.

The Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any stockholder who dies, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a Pension Plan,
2. a Profit Sharing Plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
3. a stock bonus plan,
4. a thrift and savings plan,
5. a restricted stock option plan, or
6. other retirement or incentive compensation plans.

ARTICLE XIII

AMENDMENT

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, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE XIV
PREEMPTIVE RIGHTS

All stockholders of the Corporation shall be vested with full preemptive rights.

IN WITNESS WHEREOF, WE the subscribers, have executed these Articles of Incorporation this 5th day of February, 1997.



VICTOR N. SUAREZ M.D.

FILED
97 FEB 10 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA