

P970000 1.30 60

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

400002082334--6  
-02/10/97--01025--011  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. E & M, dnc. Medical Supply,  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00  
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy  
☐ 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

W97-3282

RECEIVED  
97 FEB 10 AM 10:59  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 10, 1997

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

SUBJECT: E & M, INC.  
Ref. Number: W97000003282

We have received your document for E & M, INC. and your check(s) totaling \$122.50. 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.

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: 697A00006969

ARTICLES OF INCORPORATION  
OF

E & M MEDICAL SUPPLY, INC.

FILED  
97 FEB 10 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I-NAME**

The name of this corporation is: E & M MEDICAL SUPPLY, INC.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing at the filling of the Article of Incorporation with Department of State.

**ARTICLE III-PURPOSE**

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

**ARTICLE IV-CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$5.00 dollar par value common stock.

**ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI-PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT**

The street address of the initial <sup>principal</sup> ~~registered~~ office of this corporation is:

1865 BRICKELL AVE #A510, MIAMI, FL 33129

The name of the initial registered agent of this corporation at that address is:

EDUARDO ARANGO Jr.

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.

Date:

2/7/97

  
\_\_\_\_\_  
Registered Agent

**ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have ( 2 ) Director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

**President:** EDUARDO ARANGO Jr.

**Treasurer:** MONICA ARANGO

**Secretary:** MONICA ARANGO

## ARTICLES IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

EDUARDO ARANGO Jr. 1865 BRICKELL AVE, #4510 MIAMI, FL 33129

**MONICA ARANGO 1865 BRICKELL AVE, #A510 MIAMI, FL 33129**

## ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

## ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

<b>EDUARDO ARANGO Jr</b>	<b>50</b>	<b>shares</b>
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MONICA ARANGO 50 shares

\_\_\_\_ shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII-CUMULATIVE VOTING

At each election for directors each 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 XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

#### ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV-AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and may right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7th day of February, 1998.

**NOTARY CERTIFICATE**

STATE OF FLORIDA )  
COUNTY OF DADE )

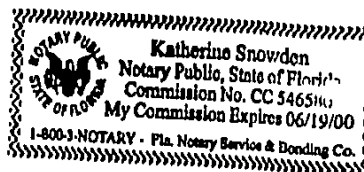
I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared EDUARDO ARANGO Jr., AND MONICA ARANGO, to me known to be the persons described in and who executed the attached **ARTICLES OF INCORPORATION** and that they acknowledged before me that they executed the same. I relied upon the following forms of identification of the above named person(s):

( ) Florida Drivers License (X) Known Personally and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of February, 1998.

(seal) Katherine Snowden  
Notary Signature

My Commission Expires:



FILED  
97 FEB 10 PM 2:46  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE