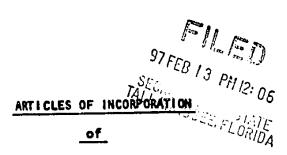
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LAZARUS CORPORATE INDUSTRIES, INC. Requestor's Name 890 S.W. 87 AVENUE, SUITE: 16 Address MIAMI, FLORIDA 33174 (305)552-5973 City/State/Zip Phone # Office Use Only LOCAL REPRESENTATIVE TALLAHASSEE CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. HEALTH-TECH USA JNC.
(Corporation Name) (Document #) (Corporation Name) (Document #) 3. (Corporation Name) (Document #) (Corporation Name) (Document #) Ceitified Copy Walk in Photocopy Mail out Certificate of Status Will wait NEW FILINGS AMENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/Director **Limited Liability** Change of Registered Agent 97 FEB 13 AMII: 26 **Domestication** Dissolution/Withdrawal Other Merger OTHER FUINGS OUALIFICATIO Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Other

Examiner's Initials



HEALTH-TECH USA INC.

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

#### ARTICLE 1

THE NAME OF THE CORPORATION SHALL BE:

HEALTH-TECH USA INC.

#### ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

### ARTICLE 111

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, and water common stock, and water common stock, and water common stock shares of the corporation is authorized to issue and have a par value of \$ 1.00 per share).

All stock is to be issued as fully paid and exempt from assessment.

# ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

#### ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than five Hundred (\$500.00) Dollars.

# ARTICLE VI

The existence of the corporation is perpetual.

#### ARTICLE VII

The initial pro	incipal address and registers	d offices of the corporation
In the State of F	lorida shall be 8100 N.W. 68th	Street, Miami, Fl. 33166
<del></del>		The Board of
Directors may from	m time to time move the princi	pal offices to any other
address within th	e State of Florida. The regis	tered agent is: Edward M.
Fabelo	. Address: <u>81</u>	00 N.W. 68 St. Miami, Fl. 33166
	ARTICLE VIII	

The business of the corporation shall be managed by a Board of Directors consisting of not less than (1) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

## ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

NAHE:

TITLE

ADDRESS

# ARTICLE X

The names and post office addresses of the subscribers to the Articles of incorporation, and the number of shares of stock that they agree to take are as follows:

HAME:	ADDRESS	SHARES	CASH VALUE
Clarisa Garcia	1300 S.W. 135 Ct.	500	500.00

# ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under \* 1244 of the internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this

11th day of February 19 97.

(SEAL)	Bain S
(SEAL)	•
(SEAL)	

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the tate 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: HEALTH-TECH USA INC.
2.	The name and address of the registered agent and office is:
	Edward M. Fabelo
	(NAME)
	8100 N.W. 68th Street
	(P.O. BOX NOT ACCEPTABLE)
	Miami, Florida 33166
	(CITY/STATE/ZIP)
	SIGNATURE
	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.  SIGNATURE  DATE  February 11, 1997

REGISTERED AGENT FILING FEE: \$35.00

97 FEB 13
SECNAL ASSET