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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

Office Use Only

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02/26/97--01051--008
***122.50 ***122.5

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

1. DIAGNOSTIC MEDICAL LABORATORIES, 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

ARTICLES OF INCORPORATION

OF

DIAGNOSTIC MEDICAL LABORATORIES, INC.

FILED
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TALLAHASSEE
FLA

We the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation hereby formed under these Articles shall hence, and for this day, subject to the approval of the Secretary of State, State of Florida, be known as **DIAGNOSTIC MEDICAL LABORATORIES, INC.**

ARTICLE II

This company formed under these Articles of Incorporation shall be endowed with the following power:

1. Sue, and be sued, and appear and defend in all actions and proceedings in its corporate name as a natural person.
2. Adopt and use a corporate seal and alter the same.
3. Appoint such officers and gents as its affairs shall require, and allow them suitable compensation.
4. Adopt, change, amend, and repeal its By-Laws, not inconsistent with Law, and its Certificate of Incorporation for the exercise of its affairs, and property. The transfer on its records of its stock or other evidence or interest or membership, and the calling and holding of meetings by its shareholders, and stockholders.
5. Increase or diminish, by vote its stockholders, or members, cast as the By-Laws may direct the number of directors, managers, or trustees of this corporation, and the Resident Agent for service of process providing the number of the aforementioned shall never be less than one (1) nor more than seven (7). This provision of these Articles of Incorporation shall be stickily construed and governed by he By-Laws of the corporation and the applicable General Corporate Laws of the State of Florida.

6. Make and enter into all contracts necessary and proper for the conduct of its business.

7. a. Conduct business, have one or more offices in , and buy, hold, sell mortgage and convey or otherwise dispose of franchises in, this State and on the several states, territories, possession and dependencies of the United States, the District of Columbia, and in foreign countries.

b. Purchase the corporate assets of any other corporation, and engage in the same character of business.

c. Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks, and any licenses or other rights or interests thereunder or therein.

d. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

8. a. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the share or the capital stock of any bonds, securities, or other evidences of indebtedness, created by or owned by any corporation, public or closed of this State, or any other State, or any foreign country, or domestic or foreign government; while the owner of such stock exercises all of the rights, powers, and privileges of ownership, including the right to vote such stock.

b. Purchase, hold, sell and transfer shares of its own stock provided that no corporation shall purchase any of it own capital stock except form the surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the Corporation shall not voted directly or indirectly or be counted as outstanding for the purpose of any stockholder's quorum or vote.

9. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, its Certificate of Incorporation.

10. a. Contract debts and borrow money at such rates of interest upon to exceed the Lawful rate of interest and upon such terms as its Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed

or owing by it, as the occasion may require and the Board of Directors deem expedient.

b. Provisions may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures or other evidence of indebtedness issued or debts or sums of money owing by said corporation.

c. In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11. This corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gifts be allowed.

ARTICLE III

In addition to the foregoing Articles of said Corporation, **DIAGNOSTIC MEDICAL LABORATORIES, INC.**, shall have as its principal business objective the operation of a clinical medical laboratory in full and complete compliance with the Laws of the State of Florida and to conduct all business purposes set forth by said statutes.

Said corporation may engage in any and all types of associates or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the Laws of the State of Florida.

ARTICLE IV

The total amount of capital stock authorized by this Corporation herein known as **DIAGNOSTIC MEDICAL LABORATORIES, INC.**, shall be of 100 shares of par value stock. Each share of stock shall have a Five (\$5.00) Dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, herein the total voting stock would be 100 shares constituting of 100 votes.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The corporation herein shall begin business with capital in the amount of Five Hundred (\$500.00) Dollars, U.S. said amount to be deposited in the Barnett Bank of Miami, FL., a banking institution in cash, for the sole purpose of beginning business under the name of **DIAGNOSTIC MEDICAL LABORATORIES, INC.**

ARTICLE VII

This corporation shall maintain its principal place of business in Miami Beach, Florida, at 6450 Collins Avenue, PH#2, Miami Beach, FL 33141.

ARTICLE VIII

There shall be not less than One (1) director but not more than Seven (7) at all times who shall constitute the Board of directors of said Corporation.

ARTICLE IX

The following named persons shall constitute the first Board of Directors of **DIAGNOSTIC MEDICAL LABORATORIES, INC.**

Mirta Alvarez, President
6450 Collins Avenue, PH 2
Miami Beach, FL 33141

Julio Llamo, Vice-President
7185 W 10th Court
Hialeah, FL 33014

and shall hold office for the first year of existence of said Corporation. These Directors shall hold office until a vote of the shareholders is held wherein their successors are elected and appointed and have qualified:

Julio Llamo
7185 W 10th Court
Hialeah, FL 33014

Mirta Alvarez
6450 Collins Avenue, PH 2
Miami Beach, FL 33141

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation:

Julio Llamo
7185 W 10th Court
Hialeah, FL 33014

Mirta Alvarez
6450 Collins Avenue, PH 2
Miami Beach, FL 33141

ARTICLE XII

The officers to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholders at their annual meeting shall be as follows:

Mirta Alvarez, President
Julio Llamo, Vice-President

ARTICLE XIII

The ownership of DIAGNOSTIC MEDICAL LABORATORIES, INC. shall be as follows:

Mirta Alvarez	25%
Julio Llamo	25%
Hataje Investment Group, Ltd.	50%

DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS

The following named person is herein designated Resident Agent for Service of Process and by executing these Articles of Incorporation does herein accept said designation, and her office address is:

ELENA VIGIL-FARIÑAS, ESQ.
2900 Middle Street, 7th Floor
Miami, Florida 33133

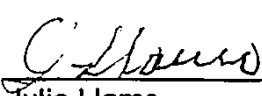
Acceptance of Resident Agent:

I, ELENA VIGIL-FARIÑAS, ESQ., have read the foregoing and acknowledge and accept the duties and obligations of Resident Agent for Service of Process.


Elena Vigil-Fariñas

IN WITNESS WHEREOF the stockholders and subscribers have hereunto set their hands and seal this 24 day of February, 1997.


Mirta Alvarez


Julio Llamo

STATE OF FLORIDA:

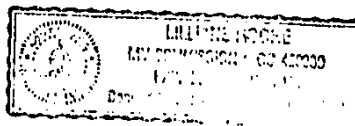
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COUNTY OF DADE :

I HEREBY CERTIFY that on the foregoing date and in the State and County aforementioned personally appeared MIRTA ALVAREZ, and JULIO LLAMO, to me personally known, who after being duly sworn depose and state that they and each of them have executed the foregoing Article of Incorporation for DIAGNOSTIC MEDICAL LABORATORIES, INC., freely and voluntarily and for the purposes expressed therein.


NOTARY PUBLIC

My commission expires:



ELENA VIGIL-FARIÑAS, ESQ.
FLORIDA BAR NO. 979061
GROVE PLAZA, 7TH FLOOR
2900 MIDDLE STREET
COCONUT GROVE, FL 33133
(305) 442-1700