

797000037694

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

FILED
97 APR 28 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

- CITY DENTAL, INC. (Corporation Name) 300002156268--3 (Document #)
-04/28/97--01029--018
*****78.5 *****78.78
- _____ (Corporation Name) _____ (Document #)
- _____ (Corporation Name) _____ (Document #)
- _____ (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

97 APR 28 AM 11:23
SECRETARY

K.R. APR 28 1997

Examiner's Initials	
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ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLES I. NAME

The name of this corporation shall be:

CITY DENTAL, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, of One Hundred Dollars (\$100) par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in this State of the principal office of the corporation shall be:

1222 N.W. 29th. ST.
MIAMI, FLORIDA 33142

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but never be less than one.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such

officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or 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 pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any directors of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as is he were not such director or officer of such other corporation or not so interested.

ARTICLES VIII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers, who, subject to the provisions of these Articles of Incorporation, By-Laws of this Corporation, and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jorge A. Chamorro	Vice President and Director	32 SW 99th. Place Miami, FL 33174
Manuel J. Casanas	President, Secretary and Director	1222 NW 29th. St. Miami, FL 33142

ARTICLE IX. INCORPORATORS

The name and address of the incorporator(s) of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Manuel J. Casanas	1222 NW 29th. St. Miami, FL 33142

ARTICLE X. OFFICERS

The officers of this Corporation shall be a President, one or more Vice-Presidents, a Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary. All

officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

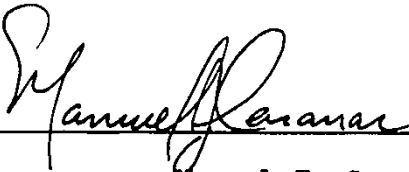
ARTICLE XI, AMENDMENT

This 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 Statute, and all rights conferred on stockholders herein granted subject to this reservation.

ARTICLE XII, CLAUSE

It is hereby agreed that 50% of the gross patient collections shall be distributed to Marcha Dental Care Corporation as professional fees for the dental services rendered.

IN WITNESS WHEREOF, the undersigned, as subscribing incorporator, have hereunto set our hands and seals this 23rd. day of April, 1997 for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.

A handwritten signature in cursive script, appearing to read "Manuel J. Casanas", is written over a horizontal line.

Manuel J. Casanas

Incorporator

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 STATE 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: _____

CITY DENTAL, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MANUEL J. CASANAS

(NAME)

1222 NW 29TH STREET
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33142
(CITY/STATE/ZIP)

SIGNATURE

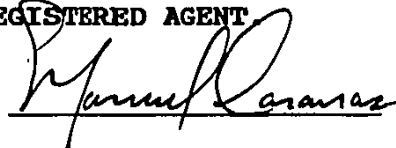


TITLE President

DATE April 23rd, 1997

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



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