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P97000070943  
EFFECTIVE DATE  
8/13/97

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 AUG 15 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. HI MED, INC. (Corporation Name) (Document #)  
100002267271--0  
-08/14/97--01087--007  
\*\*\*\*122.50 \*\*\*\*122.50
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
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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

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97 AUG 14 PM 11:42  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 14, 1997

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

SUBJECT: HI MED, INC.  
Ref. Number: W97000018836

We have received your document for HI MED, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 997A00041338

RECEIVED  
97 AUG 15 AM 11:43  
DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HI - MED, INC.

EFFECTIVE DATE  
8-13-97

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the corporation is HI - MED, INC.

Article - Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date this Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within thirty (30) days exclusive of legal holidays after this Articles are executed and acknowledge, corporate existence shall commence upon filing by the Department of State.

Article III - Nature of Business

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

Article IV - Capital stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$ 1.00 per shares.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

#### Article V - Initial Registered Office and Agent

The street address of the initial register office of this corporation is 155 Sunrise Dr. Suite 4A, Key Biscayne, FL 33149 and the name of the initial register agent of this corporation at that address is Janet M. Bou.

The mailing address of this corporation is P.O.Box 1347 Key Biscayne, FL 33149.

#### Article VI - Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one.

(b) Initial Director. The name and street address of the directors of the corporation is:

Name

Janet M. Bou

Street Address

155 Sunrise Dr. Suite 4A  
Key Biscayne, FL 33149

Mailing Address

P.O.Box 1347 Key Biscayne, FL 33149

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also served the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article VII - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

#### Article VIII - Incorporator

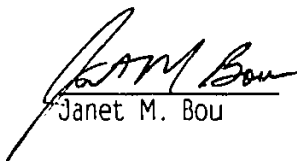
Janet M. Bou  
155 Sunrise Dr. Suite 4A  
Key Biscayne, FL 33149

P.O. Box 1347  
Key Biscayne, FL 33149

#### Article IX - Amendment

This corporation reserve the right to amend or repeal any provisions contained in this Article of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

In witness Whereof the incorporator has executed these Articles the  
13th day of *Aug* 1997.

  
Janet M. Bou

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Hi-Med, Inc.
2. The name and address of the registered agent and office is: Janet M. Bon  
155 Sunrise Dr. Apt. 4A  
(NAME)  
  
(P.O. BOX NOT ACCEPTABLE)  
Key Biscayne, Fl. 33149  
(CITY/STATE/ZIP)

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

Janet M. Bon

DATE

Aug. 13, 1997

REGISTERED AGENT FILING FEE: \$35.00

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97 AUG 15 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA