

LAZARUS CORPORATION INDUSTRIES, INC.  
 Registered Name  
 890 187 AVENUE, SUITE 1  
 MIAMI, FLORIDA 33174 (305)552-5973  
 City/State/Zip Phone #  
 LOCAL REPRESENTATIVE TALLAHASSEE

73024

Office Use Only

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

1. M & N COUNSELING SERVICES, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ 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

FILED  
 97 AUG 22 PM 1:11  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 97 AUG 22 AM 11:00  
 DIVISION OF CORPORATION

8/22

Examiner's Initials	
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**ARTICLES OF INCORPORATION  
OF  
M & N COUNSELING SERVICES, INC.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be: **M & N COUNSELING SERVICES, INC.**  
The principal place of business of this corporation shall be: 651 N.E. 3 PLACE  
Hialeah, Florida 33010

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000) **ONE THOUSAND @ \$ .10** par value per share.

In the event that any shareholder desires to sell any part of their holdings to an individual not a signatory to this instrument, shall obtain such bona fide offers as they may desire, and report the offers in writing to the secretary, shall mark the offer which they desire to accept. The secretary shall then notify all of the signatories of the proposed offer, and any signatory shall be entitle to a right of first refusal to purchase the shares on the same terms as the accepted offer within 60 Days.

**ARTICLE IV TERM OF EXISTENCE**

This Corporation is to exist perpetually.

## ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Matha M. Gonzalez  
Angel N. Diaz  
651 N.E. 3rd Place  
Hialeah, Florida 33010

## ARTICLE VI AMENDMENT

The 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 the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.


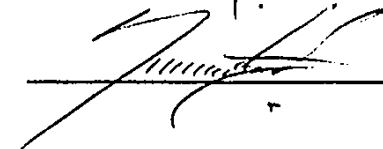
## ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is (are):

Martha M. Gonzalez  
Angel N. Diaz  
651 N.E. 3rd Place  
Hialeah, Florida 33010

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 20th, day of August, 1997.

Signature(s) of Incorporators(s)

  
\_\_\_\_\_  
  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Pursuant to the provisions of section 607.325, 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: **M & N Counseling Services, Inc.**
2. The name and address of the registered agent and office is: **Martha M. Diaz**  
651 N.E. 3rd Place  
Hialeah, Florida 33010

SIGNATURE \_\_\_\_\_

TITLE : PRESIDENT

DATE: August 20th, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: \_\_\_\_\_

DATE: August 20th, 1997

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TALLAHASSEE FLORIDA