

P9700 0076182

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

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

1. DIVERSIFIED HEALTHCARE MANAGEMENT
(Corporation Name) (Document #)
2. GROUP INC.
(Corporation Name) (Document #)
3. _____ 400002283774--0
(Corporation Name) (Document #) 09/03/97--01037--022
****122.50 ****122.50
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

SEP 3 1997

BSB

97 SEP -3 PM 2:03
FBI
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

DIVERSIFIED HEALTHCARE MANAGEMENT GROUP, INC.

FILED

97 SEP -3 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Diversified HealthCare Management Group, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation shall be all lawful business activities allowed by the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Common stock, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the Bylaws.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

3780 West Flagler Street
Miami, Florida 33134

The initial agent is: J.C. Elso, Esq.

The principal office and mailing address of this corporation is:

3780 West Flagler Street
Miami, Florida 33134

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws, but shall never be less than one. The names and addresses of the initial directors are:

PRESIDENT/DIRECTOR George I. Elso
3780 West Flagler Street
Miami, Florida 33134

SECRETARY/DIRECTOR Maria del Carmen Llorca
3780 West Flagler Street
Miami, Florida 33134

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

George I. Elso
3780 West Flagler Street
Miami, Florida 33134

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Share of Preferred stock and Common stock of this corporation shall not be issued at this time. Shares held by the initial shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE XV


No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors

director may be a member, may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part the he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

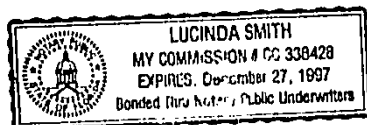
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2 day of September 1997.



STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State, aforesaid and the County aforesaid, to take acknowledgements, personally appeared George I. Elso, to me personally known, or having produced identification, _____, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 2nd day of September 1997.




NOTARY PUBLIC, STATE OF FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTER 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 designation the registered office/registered agent, in the State of Florida.

The name of the corporation is

DIVERSIFIED HEALTHCARE MANAGEMENT GROUP, INC.

The name and address of the registered agent and office is

J.C. ELSO, ESQ.
3780 WEST FLAGLER STREET
MIAMI, FLORIDA 33134

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.



J.C. Elso, Esq.

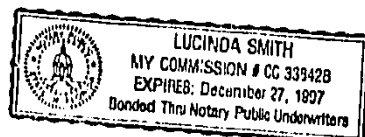
9/2/97

Date

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgements, personally appeared J. C. Elso to me personally known, or having produced identification, _____, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 2nd day of Sept., 1997.





NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

TRANSMITTAL LETTER

P97000076183

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP -2 PM 2:10

SUBJECT: PROFESSIONAL PSYCHIATRIC SERVICES
(Proposed corporate name - must include suffix)

000002282320--7
-09/02/97--01074--019
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: ANTONIA E. Ruaix M.D.
Name (printed or typed)

330 S.W. 27 Ave
Address

Miami, FL 3305
City, State & Zip

(305) 598-4002
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RP
9-3-97

FILED
CLERK OF STATE
DEPT. OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

97 SEP -2 PM 2:10

Professional Psychiatric Services P.A.

The undersigned, for the purpose of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Professional Psychiatric Service P.A. and its address is 330 S.W. 27th Ave., Suite 604 Miami, Florida 33135

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The general purpose for which the corporation is organized is to engage in every aspect of the practice of Psychiatry Medicine. The professional services involved in the corporation's practice of Psychiatry Medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The corporation shall not engage in any business other than the practice of Psychiatry Medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 500 (Five Hundred). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is 330 S.W. 27th Ave, Suite 604 Miami, Florida 33135

and the name of its initial registered agent at such address is Antonia E. Ruaix, M.D.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as a

member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Antonia E. Ruaix <i>M.D.</i>	330 S.W. 27th Ave., Suite 604 Miami, Florida, 33135

ARTICLE VII

Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Antonia E. Ruaix <i>M.B.</i>	330 S.W. 27th Ave. Suite 604 Miami, Florida, 33135

ARTICLE VIII

Shareholders

A. The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida. In the event that a shareholder:

(i) becomes disqualified to practice medicine in this State; or

(ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner

inconsistent with the provisions of these Articles or the by-laws of this corporation; or

(iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person inelegible by law or by virtue of these Articles to be a shareholder in this corporation, then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a by-law provision or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs.

The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

B. No shareholder of this corporation may sell or transfer any of this shares of stock in this corporation except to another individual who is then duly authorized as:

licensed to practice medicine in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

C. The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption by the corporation of its shares of stock.

ARTICLE IX

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 15 day of August 1997



Antonia E. Ruais M.D.
Incorporator

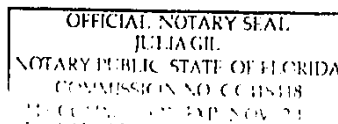
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, personally appeared Antonia E. Ruaix M.D.
to me well known to be the person described in and who subscribed
the above Articles of Incorporation an he freely and voluntarily
acknowledged before me according to law that he made and
subscribed the same for the uses and purposes terein mentioned
and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, this 15 day of August 1997.


NOTARY PUBLIC

My commission Expires:.



Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Antonia E. Ruaix M.D.

Registered Agent.

FILED
CLERK OF DISTRICT COURT
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