

LAZARUS CORPORATION INDUSTRIES, INC.

89 S BROADWAY, SUITE 1500

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. QUAIL ROOST HOME PARK, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walk in
 Mail out

Pick up time 2:00
 Will wait

Photocopy

Certified Copy
 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

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*****78.75 *****78.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUATIFICATION	
<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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DIVISION OF CORPORATION

Handwritten signature/initials

Examiner's Initials

LAW OFFICES
ALBERTO J. PARLADÉ
3850 SOUTHWEST 87TH AVENUE
SUITE 207
MIAMI, FLORIDA 33185

ALBERTO J. PARLADÉ, ESQ.
JUAN E. FIGUERAS, ESQ.
CLAUDIO RIVERA, ESQ.

TELEPHONE
(305) 552-5777
TELECOPIER
(305) 552-9954

November 14, 1997

Secretary of State
Division of Corporation
Caller Service #1500
Tallahassee, Florida 32302-1500

RE: Filing of Articles of Incorporation for:
QUAIL ROOST HOME PARK, INC.

Gentlemen:

The undersigned is the attorney for the above referenced Corporation.

Enclosed herein please find check covering the following fee:

- Filing Articles of Incorporation	\$ 70.00
- Certificate of Good Standing	\$ 8.75

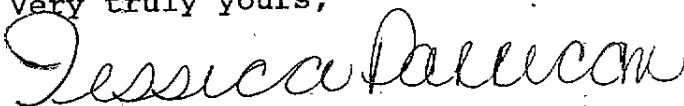
TOTAL:

\$ 78.75

Upon filing the Articles of Incorporation, please return the Certificate of Good Standing along with a copy of the Articles stamped "FILED" to the undersigned at your earliest possible convenience.

Should you have any questions and/or need any additional information do not hesitate to contact our office. Otherwise thank you for your attention in this matter.

Very truly yours,


Jessica Darrican,
Legal Assistant

AJP:jd
Enclosures
Enclosure

ARTICLES OF INCORPORATION
OF
QUAIL ROOST HOME PARK, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

QUAIL ROOST HOME PARK, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1313 Ponce De Leon
Suite 300
Coral Gables, Florida 33134

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.00 shares of One (\$1.00) Dollar par value each.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ALBERTO J. PARLADE, ESQUIRE
3850 SW 87th Avenue, Suite 207
Miami, Florida 33165

ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by

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TALLAHASSEE, FLORIDA

the By-laws but shall never be less than one (2). The name and address of the initial Directors of this corporation are:

ROBERT VINAS
1313 Ponce De Leon, Suite 300
Coral Gables, Florida 33134

JOSE CARRO
8310 SW 66 Street
Miami, Florida 33143

ARTICLE VI INITIAL OFFICERS

The names and street addresses of the initial officer(s) of this corporation are:

ROBERT VINAS --- PRESIDENT & TREASURER
1313 Ponce De Leon, Suite 300
Miami, Florida 33134

JOSE CARRO --- VICE PRESIDENT & SECRETARY
8310 SW 66 Street
Miami, Florida 33143

ARTICLE VII INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is:

JOSE CARRO
8310 SW 66 Street
Miami, Florida 33143

ARTICLE VIII EFFECTIVE DATE

The effective date of these Articles and the date that corporate existence shall begin is November 14, 1997.

The undersigned has executed these Articles of Incorporation this 14TH day of November, 1997.



JOSE CARRO, 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 State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

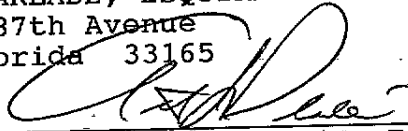
1. The name of the corporation is:

QUAIL ROOST HOME PARK, INC.

2. The name and address of the registered agent and office is:

ALBERTO J. PARLADE, ESQUIRE
3850 SW 87th Avenue
Miami, Florida 33165

Signature



ALBERTO J. PARLADE, Esquire

Date: November 14, 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 STATUES 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



JOSE CARRO, Vice-President

Date: November 14, 1997

SECRETARY OF STATE
TAMM HASSSELL
FLORIDA
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