

P9800000851

JOHN LAZZARI  
3642 NE 171 ST. #204  
N. MIAMI BCH, FL 33160

Office Use Only

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

1. Global Healthcare Solutions, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<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
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
98 JAN 27 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten signature and date 1/28/98

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
GLOBAL HEALTHCARE SOLUTIONS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is as follows:

Global Healthcare Solutions, Inc.  
3642 N.E. 171st, #204  
North Miami Beach, FL 33160

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of Common Stock, each having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PRE-EMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3642 N.E. 171st Street, #204, North Miami Beach, Florida 33160 and the name of the initial registered agent of this corporation at that address is John Lazzari.

ARTICLE VI - DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the initial directors who shall hold office until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
John Lazzari	3642 N.E. 171st Street, #204 North Miami Beach, Florida 33160
Mayra L.Parente	6908 N.W. 169th Street, Unit F Miami, Florida 33015

ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporators of these Articles of Incorporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Lazzari	3642 N.E. 171st Street, #204 North Miami Beach, Florida 33160
Mayra L.Parente	6908 N.W. 169th Street, Unit F Miami, Florida 33015

#### ARTICLE IX - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anyway affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interests shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by any reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

#### ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to be which he may be made a party by reason of his being or having been a Director or officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall insure to the benefit of the heirs, executors and the administrators of any such Director or officer.

#### ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgement of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holiday, after subscription and acknowledgement hereof, corporate existence shall begin when these Articles are filed with the Department of State.

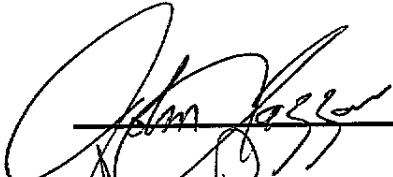
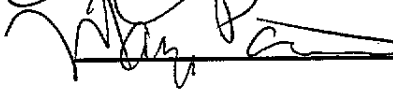
#### ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting. If all of the Directors, severally, or collectively, likewise, consent in writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.


IN WITNESS WHEREOF, we, the Incorporators have executed these Articles of Incorporation,  
the 22 day of Jan 1998.

 (SEAL)  
 (SEAL)

STATE OF FLORIDA )  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared John Lazzari and Mayra Parente to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 22 day of Jan, 1998.

  
\_\_\_\_\_  
Notary Public



MOHAMMAD DAULATANA  
My Commission CC569805  
Expires Jul. 16, 2000

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

John Lazzari

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST THAT Global Healthcare Solutions, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of North Miami Beach, County of Dade, State of Florida has named John Lazzari located at 3642 N.E. 171st Street, Apt.204 North Miami Beach, 33160, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

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