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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

300002500883--7

-04/27/98-01036--002

****122.50 ****122.50

OFFICE USE ONLY

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

1. MEDIC-MART, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

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

K. Rolfe APR 27 1998

Examiner's Initials

FILED
98 APR 27 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 27 AM 11:12
DIVISION OF CORPORATION

FILED
98 APR 27 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

MEDIC-MART, INC.

WE, THE UNDERSIGNED, JUAN B. GUTIERREZ & WASHINGTON A. SUAREZ, hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

MEDIC- MART, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the power hereinabove specifically delegated or implied.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 1000 shares of common stock of NONE PAR VALUE.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE THOUSAND DOLLARS.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be: 7770 WILES RD; CORAL SPRINGS, FLORIDA 33067 and with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be: WASHINGTON A. SUAREZ

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
JUAN B. GUTIERREZ	7770 WILES ROAD. CORAL SPRINGS, FL 33067
WASHINGTON A. SUAREZ	7770 WILES ROAD. CORAL SPRINGS, FL 33067

ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
JUAN B. GUTIERREZ	PRESIDENT	7770 WILES ROAD. CORAL SPRINGS, FL 33067
WASHINGTON A. SUAREZ	VICE-PRESIDENT	7770 WILES ROAD. CORAL SPRINGS, FL 33067

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

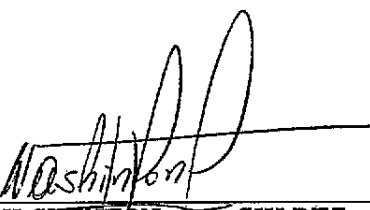
NAME	ADDRESS	NUMBER OF SHARES
JUAN B. GUTIERREZ	7770 WILES ROAD. CORAL SPRINGS, FL 33067	500
WASHINGTON A. SUAREZ	7770 WILES ROAD. CORAL SPRINGS, FL 33067	500

ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

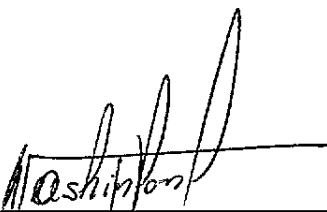
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **MEDIC-MART, INC.** desiring to organize or qualify under the law of the State of Florida, with its principal place of business at City of Coral Springs, State of Florida, has named **WASHINGTON A. SUAREZ** of 7770 WILES RD., Florida 33067 as its agent to accept service of process within Florida.


WASHINGTON A. SUAREZ
CORPORATE OFFICER

DATE: APRIL 20, 1998

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.


WASHINGTON A. SUAREZ
DATE: APRIL 20, 1998


ARTICLE XIII

ACKNOWLEDGEMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this 20 day of April, 1998
Personally appeared before me, the undersigned Notary Public
in and for the State of Florida, **JUAN B. GUTIERREZ** and
WASHINGTON A. SUAREZ parties to the foregoing Certificate of
Incorporation, and each acknowledged that they subscribe
and acknowledges the foregoing Certificate as and for their
voluntary act and deed, and that the facts herein set forth
are true and correct as given under my hand and official
seal, the day and year written at Coral Gables, Dade
County, Florida.

 **BERTHA S. TREJOS**
COMMISSION # CC 540512
EXPIRES MAR 17, 2000
BONDED THRU
ATLANTIC BONDING CO., INC


Notary Public
State of Florida at Large

My commission expires:

Suscribers:



JUAN B. GUTIERREZ
PRESIDENT

DL: 6362-422-69-101-0



WASHINGTON A. SUAREZ
VICE-PRESIDENT

DL: S 620-881-58-468-0

FILED
98 APR 27 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA