

OFFICE USE ONLY (Document #)

LEZARUS 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

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OFFICE USE ONLY

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

1. MED ALL CO.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)



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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

RECEIVED  
98 AUG 25 AM 11:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

MED ALL CO.

FILED  
AUG 25 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida and under the statute of the State of Florida for the formation, rights, privileges, immunities and liabilities of Incorporation for profit, it is:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

MED ALL CO.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 100 shares of common stock, and which common stock shall have a par value of \$5.00 per share. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the officers of the corporation so named in Article VII herein. The By-Laws may provide for cumulative voting by stockholders at all election of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$ 500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and principal officers of the corporation in the State of Florida shall be 650 s.w. 12 ave. MIAMI. FL. 33130

----- The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is:

CARLOS M. GARCIA Address: 650 S.W. 12 AVE. MIAMI.FL.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee."

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

<u>NAME:</u>	<u>TITLE</u>	<u>ADDRESS</u>
CARLOS M. GARCIA	PRESIDENT	650 S.W. 12 AVE. MIAMI.
JOSE M. GARCIA	V/PRESIDENT	650 S.W. 12 AVE. MIAMI.

ARTICLE X


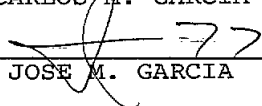
The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
CARLOS M. GARCIA	650 S.W.12AVE.MIAMI.	50	\$ 250.00
JOSE M. GARCIA	650 S.W.12AVE.MIAMI.	50	250.00

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under \* 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 24th.  
day of AUGUST , 19\_98

  
\_\_\_\_\_(SEAL)  
CARLOS M. GARCIA  
  
\_\_\_\_\_(SEAL)  
JOSE M. GARCIA  
\_\_\_\_\_(SEAL)

STATE OF FLORIDA:  
COUNTY OF DADE.

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

In pursuance of Chapter 48.091, Florida Statutes the following is  
submitted, in compliance with said Act:-----

THAT MED ALL CO.

desiring to organize under the laws of the State of Florida, with its  
principal office, as indicated in the Articles of Incorporation at the City  
of Miami, County of Dade, State of Florida, has named:-----

CARLOS M. GARCIA

as its agent to accept service of process within this

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above state  
Corporation, at the place designated in this certificate, I hereby accept  
to act in this capacity and agree to comply with the provisions of said ACT  
relative to keeping open said office.

BY: 

REGISTERED AGENT  
CARLOS M. GARCIA