

# P96000102327

**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

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 -12/19/96--01036--023  
 \*\*\*122.50 \*\*\*122.50

Office Use Only

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

- SURGICAL BONE RESEARCH, INC.  
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)

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 96 DEC 19 PM 12:20  
 STATE  
 TALLAHASSEE, FLORIDA

Walk in    
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  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

*Called Janet,  
 the date of execution  
 is on Dec. 19, 96*

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 96 DEC 19 AM 11:39  
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 TALLAHASSEE, FLORIDA

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96 DEC 19 PM 12:20

CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SURGICAL BONE RESEARCH, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

**Article I - Name**

The name of the corporation is SURGICAL BONE RESEARCH, INC.

**Article II - Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date this Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within thirty (30) days exclusive of legal holidays after this Articles are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III - Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV - Capital stock**

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$ 1.00 per shares.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

**Article V - Initial Registered Office and Agent**

The street address of the initial register office of this corporation is 104 Crandon Boulevard, Suite 311-A, Key Biscayne, Florida 33149 and the name of the initial register agent of this corporation at that address is Janet M. Bou. The mailing of this corporation is 104 Crandon Boulevard, Suite 311-A, Key Biscayne, Florida 33149.

**Article VI - Directors**

- (a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one.
- (b) Initial Director. The name and street address of the directors of the corporation is:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Janet M. Bou	104 Crandon Boulevard, Suite 311-A Key Biscayne, Florida 33149

- (c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also served the corporation in any other capacity and receive compensation therefore in any form.
- (d) Indemnification. The board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article VII - Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

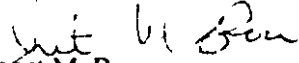
**Article VIII - Incorporator**

Janet M. Bou  
104 Crandon Boulevard, Suite 311-A  
Key Biscayne, FL 33149

**Article IX - Amendment**

This corporation reserve the right to amend or repeal any provisions contained in this Article of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

In witness Whereof the incorporator has executed these Articles the 19<sup>th</sup> day of December 1996.  
I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT.

  
Janet M. Bou

registered agent/incorporator

**FILED**  
96 DEC 19 PM 12:20  
SEC.  
TALLAHASSEE, FLORIDA