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BILZIN, SUMBERG, ET. AL

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Division of Corporations

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**From:**

**Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP**  
**Account Number : 075350000132**  
**Phone : (305) 374-7580**  
**Fax Number : (305) 350-2446**

**FLORIDA PROFIT CORPORATION OR P.A.**

**OMEGA ACQUISITION CORPORATION**

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2000 JAN 18 AM 10:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
OMEGA ACQUISITION CORPORATION**

**ARTICLE I -- NAME**

The name of this corporation is Omega Acquisition Corporation.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

8700 West Flagler Street  
Suite 250  
Miami, Florida 33174.

**ARTICLE III -- PURPOSE**

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

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

8700 West Flagler Street  
Suite 250  
Miami, Florida 33174;

and the name and address of the initial registered agent of this corporation are:

Marc J. Stone  
8700 West Flagler Street  
Suite 250  
Miami, Florida 33174.

This instrument prepared by:  
Alan D. Axelrod, Esquire  
Florida Bar No. 324884  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131  
Telephone: 305-374-7580

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Fax Audit No. H00- 2762**ARTICLE VI -- COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE VII -- INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Salomon Sredni	8700 West Flagler Street, Suite 250 Miami, Florida 33174
Marc J. Stone	8700 West Flagler Street, Suite 250 Miami, Florida 33174.

**ARTICLE VIII -- INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Marc J. Stone	8700 West Flagler Street, Suite 250 Miami, Florida 33174.

**ARTICLE IX -- BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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**ARTICLE X – LIABILITY OF DIRECTORS AND INDEMNIFICATION**

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended or interpreted to authorize the further elimination or limitation of the liability of directors, then the liability of this corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as so amended or interpreted.

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of this corporation existing at the time of such repeal or modification.

**ARTICLE XI – AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 18th day of January, 2000.

  
\_\_\_\_\_  
Marc J. Stone, Incorporator and Registered Agent