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FLORIDA PROFIT CORPORATION OR P.A.

THE OBC-MERIDIAN GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

THE OBC-MERIDIAN GROUP, INC.

ARTICLE 1. NAME OF CORPORATION

The name of the corporation is The OBC-Meridian Group, INC.

ARTICLE 2. PURPOSE

The purpose of the corporation is to engage in the following business and any other lawful activities not prohibited to a corporation by applicable laws and regulations.

Further, to pursue any and all activities for the furtherance of the purpose and objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of the Corporation.

ARTICLE 3. INITIAL PRINCIPAL OFFICE

The Initial Principal Office, initial incorporator and Agent for Service of Process. The street address of the initial registered office and initial principal office of the corporation is 3900 N.W. 79th Avenue, Suite 233, in City of Miami, Florida 33166. The name and address in this City and Country of this corporation's initial agent for service of process and incorporator is Jose Aleman, 3900 N.W. 79th Avenue, Suite 233, Miami, Florida 33166.

ARTICLE 4. AUTHORIZED SHARES

This corporation is authorized to issue two classes of shares, which shall be designated "common shares". The total number of such shares authorized to be issued is 5,000 shares. The par value of \$1.00 per share.

ARTICLE 5. CONTINUITY

The Corporation shall not be dissolved or in similar manner affected by death, insanity, incompetency, conviction of felony, resignation, withdrawal, transfer of ownership of shares, retirement, or expulsion of any one or more of the shareholders or by vacancy of the Board of Directors or by any changes in the staff of the Corporation.

ARTICLE 6. CORPORATION DURATION.

The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of the then-existing shareholders of the Corporation at any regular meeting or at a special meeting of the shareholders called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of the Corporation, shall apply the Corporation's assets, first, to the

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payment of the debts of the Corporation, and second pro rata to the shareholders of the Corporation.

ARTICLE 7. RIGHTS RELEASED AND RETAINED.

Shareholders of the Corporation may also be employees of the Corporation and subject to its management and control in the same manner as other employees, professional or otherwise, notwithstanding their ownership of the stock interest in the Corporation. All professional employees of the Corporation and those persons who may hereafter become professional employees shall forego all claims for fees charged and collected for professional services rendered by them on behalf of the Corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Directors of the Corporation.

ARTICLE 8. RESTRAINT ON ALIENATION OF STOCK AND CONDITIONS OF OWNERSHIP.

(a) The shareholders of the Corporation shall the power to include in the Bylaws, adopted by a majority of the shareholders of the Corporation, restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition (whether by operation of law or otherwise) of any of the outstanding stock of the Corporation by any of its shareholders.

ARTICLE 9. ADDITIONAL POWERS

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and of the purposes and objects stated in paragraph 2, the Corporation shall have the following powers:

- (a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.
- (b) To purchase and acquire the stock owned and held by any shareholder who should desire to sell, assign, pledge, transfer, or otherwise dispose of (whether by operation of law or otherwise) his stock, in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase.
- (c) To purchase acquire the stock owned and held by any shareholder who may die, retire, or become disqualified, n accordance with the provisions of Article II, an Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase.
- (d) To enter into, for the behalf of its employees, professional, or otherwise, one or more of the following: (1) a pension plan: (2) a profit sharing program: (3) a sick-pay plan: (4) a thrift and savings plan: (5) a medical expense plan, or (6) other fringe benefit or incentive compensation plans.

ARTICLE 10. BYLAWS

The dates on which the shareholders' annual meetings shall be held, the number of members of the Board of Directors and their terms of office, and the terms of office and the powers and

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duties of the officers shall be fixed by the Bylaws of the Corporation. The shareholders shall have the to make bylaws for the regulation and government of the Corporation, its Board of directors, officers, employees, agents, servants, and for all other purposes not in conflict with the laws of the City of Miami, in the State of Florida and to further amend or alter such Bylaws at any time by the agreement of two-thirds of the shareholders present at any regular meeting of at a special meeting if the shareholders called for that purpose.

ARTICLE 11. PURCHASE OF SHARES.

The Bylaws of the Corporation shall fix a price for which the Corporation may purchase the stock of a deceased, disabled, retired, or disqualified shareholder whose employment by the Corporation has been terminated.

ARTICLE 12. GENERAL MANAGEMENT AND CONTROL.

Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall exercise all of the powers of the Corporation except such as may be by statute or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the shareholders.

ARTICLE 13.

The Board of Directors may from time to time declare dividends upon the common stock of the Corporation from the earned surplus arising from the business of the Corporation and from the current year's earnings of the Corporation determined in accordance with generally accepted accounting principles.

ARTICLE 14. LIMITING DIRECTOR'S LIABILITY

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under the State of Florida law.

ARTICLE 15. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

The Corporation is authorized to indemnify the directors and officers of the Corporation to the fullest extent permissible under Florida law.

ARTICLE 16. AMMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of the then existing shareholders called for that purpose, and all rights conferred on shareholders herein are granted subject to this reservation.

ARTICLE 17. SEVERANCE.

If any phrase, clause sentence, paragraph, provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and the associates do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

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LAZARUS CORPORATION

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IN WITNESS WHEREOF, the undersigned, being the initial director and Incorporator of the Corporation do sign my name this 6th day of November, 2000.

By: 
Jose Aleman, Initial Director and Incorporator

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00 NOV -7 PM 3:42CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that THE ODC-MERIDIAN GROUP, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named JOSE ALEMAN
(Name of Registered Agent)
located at 3900 NW 79th AVE. SUITE #233
City of MIAMI County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

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