

P95000049812

MARTIN S. FORMAN

ATTORNEY AND COUNSELOR AT LAW

8201 BIRD ROAD

MIAMI, FLORIDA 33155

TELEPHONE 226-1561

MARTIN S. FORMAN
ATTORNEY AT LAW
9582 BIRD ROAD SUITE 5
MIAMI, FLORIDA 33165

June 6, 1995

File #3592

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200001509182
-06/08/95--01120--001
****122.50 ****122.50

Re: Saber Corporation

Gentlemen:

Enclosed please find the Articles of Incorporation for the above named corporation to be filed and a check in the sum of \$122.50 for the filing fees and one certified copy. Also please find enclosed a copy to be certified and returned to the undersigned. Attached to each copy is a Certificate Designating Resident Agent.

Very truly yours,



MARTIN S. FORMAN

MSF/tt
Enclosures

789,502,671
m/95-12090

1 REGISTER JUN 27 1995

FILED
95 JUN 26 AM 7:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1995

MARTIN S. FORMAN
9582 BIRD ROAD
SUITE 5
MIAMI, FL 33165

SUBJECT: SABER CORPORATION
Ref. Number: W95000012090

We have received your document for SABER CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 695A00029118

MARTIN S. FORMAN

ATTORNEY AND COUNSELOR AT LAW

9542 BIRD ROAD
SUITE #9
MIAMI, FLORIDA 33185

TELEPHONE 226-1561

June 19, 1995

File #3592

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Saber

Re: B.L.S. Corporation

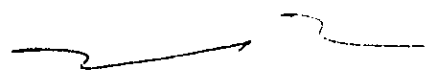
Gentlemen:

Enclosed please find Articles of Incorporation previously submitted to you with a new name for filing.

Enclosed also is a copy of your letter Number: 695A00029118.

Please return a certified copy of said Articles to the undersigned.

Very truly yours,



Martin S. Forman

CERTIFICATE OF INCORPORATION
OF
B.L.S. CORPORATION

FILED
95 JUN 26 AM 7:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

B.L.S. CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a) To operate, conduct, maintain and carry on the business of a Medical Benefit Specialist. To assist Medical Doctors and other profesional entities in the medical profession to obtain for them the maximum in insurance reimbursements allowable to the doctors and others in similiar or allied fields. To aid and assist doctors and others in allied fields to recover sums from medicare and medicaid for services rendered by said individuals. To do and perform everything necessary to carry out the aforesaid purposes.

(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed, and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of

capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLES III

This corporation is organized in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be fifty (50) shares, all of which shall be of no par value and each of which shares shall be issued fully paid and

non-assessable, and shall be payable in lawful money of the United States of America, or in services of property at just valuation, to be fixed by the Directors of this corporation of the organization meeting, or any other meeting held for that purpose.

ARTICLE V

The minimum amount of capital with which the corporation shall begin business shall be One Thousand Dollars (1,000.00).

ARTICLE VI

This corporation is to have perpetual existence.

ARTICLE VII

The initial Post Office Address of the principal office of this corporation in the State of Florida is:
49 Lake Drive, Okeechobee, Florida 34974.
and the name of the initial registered agent at such address is: SHELLY A. BROCKETT.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VIII

This corporation shall have Two (2) Director initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE IX

The names and post office addresses of the first board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

SHELLY A. BROCKETT, President

49 Lake Drive
Okeechobee, FL 34974

LAWRENCE E. BROCKETT, Secretary

3115 S.W. 103rd Avenue
Miami, FL 33165

ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
SHELLY A. BROCKETT	49 Lake Drive Okeechobee, FL 34974	10	\$500.00
LAWRENCE E. BROCKETT	3115 S.W. 103rd Ave. Miami, FL. 33165	<u>10</u>	<u>500.00</u>
	Total:	20	\$1,000.00

ARTICLE XI

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to wit: a President, one or more Vice-Presidents, a Treasurer and a Secretary; one or more of said officers may hold one or more offices, except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or

execute any instrument in the capacity of more than one office.

ARTICLE XII

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

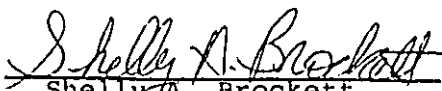
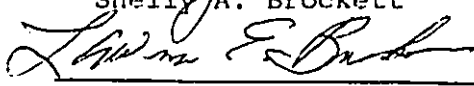
(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that

purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 5th day of June, 1995.

 (SEAL)
Shelly A. Brockett
 (SEAL)
Lawrence E. Brockett

____ (SEAL)

____ (SEAL)

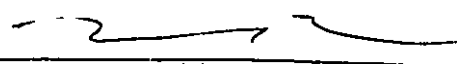
STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared

SHELLY A. BROCKETT and LAWRENCE E. BROCKETT,

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 5th day of June, 1995.



Notary Public, State of Florida
at Large
Name: Martin S. Forman
Comm #25820

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JULY 16, 1995
BONDED THRU GENERAL INS. CO. 1

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

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

First, That B.L. S. CORPORATION, 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 Okeechobee, County of Glades,
State of Florida has named SHELLY A. BROCKETT located at 49
Lake Drive, City of Okeechobee, County of Glades, State of
Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

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

By:

Shelly A. Brockett
(Resident Agent)

FILED
95 JUN 26 AM 7:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA