

996000084671

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

200001971442  
-10/11/96--01026--020  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. JV MEDICAL, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:06

☒ 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

EXPECTED DATE  
10/10/96

RECEIVED  
96 OCT 11 AM 11:07  
DIVISION OF CORPORATION

W96-21604



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 11, 1996

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVE., STE. 16  
MIAMI, FL 33174

SUBJECT: JV MEDICAL, INC.  
Ref. Number: W96000021604

We have received your document for JV MEDICAL, INC. 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 REGISTERED OFFICE LISTED IN YOUR ARTICLES OF INCORPORATION MUST BE CONSISTENT THROUGHOUT THE DOCUMENT.,

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) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 796A00046418

RECEIVED  
96 OCT 14 PM 2:46  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

JV MEDICAL, INC.

EFFECTIVE DATE  
10/10/96

FILED  
96 OCT 14 PM 3:00  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I  
NAME

The name of this corporation shall be **JV MEDICAL, INC.**

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business and the object and purpose proposed to be transacted and carried on are to engage and do any and all activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III  
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of each stock shall be as follows:

1. One Thousand (1,000) shares of common stock with a nominal or par value of ONE (\$1.00) DOLLAR per share.
2. The Board of Directors of this corporation, is hereby authorized within its exclusive discretion by majority vote to establish such limitations or restrictions on or divisions of the aforesaid stock, as it deems appropriate and is otherwise permissible by law without having to amend these Articles.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

**ARTICLE V**  
**COMMENCEMENT AND EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE VI**  
**ADDRESS**

The initial street address of said corporation shall be: 8410 West Flagler Street, #214, Miami, Florida 33144, with the privilege of having its office and branch offices at other places within or without the State of Florida.

**ARTICLE VII**  
**NUMBER OF DIRECTORS**

The number of Directors of this Corporation shall be not less than one (1), nor more than ten (10). The Corporation shall initially have one (1) Director.

**ARTICLE VIII**  
**MANAGEMENT**

The Corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the Corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) Director. At no time

shall the Corporation otherwise be managed by the stockholders unless there is only one (1) stockholder.

**ARTICLE IX**  
**INITIAL DIRECTOR**

The names and addresses of the first Board of Directors of this Corporation, who shall hold office for the first year or until their successors are elected shall be:

**NAMES**

**ADDRESSES**

**JOSE G. LOPEZ**

8410 West Flagler Street, #210  
Miami, Florida 33144

**ARTICLE X**  
**SUBSCRIBER**

The name and post office address of the subscriber and incorporator is:

**NAMES**

**ADDRESSES**

**JOSE G. LOPEZ**

8410 West Flagler Street, #210  
Miami, Florida 33144

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE XI**  
**AMENDMENT AND INDEMNIFICATION**

These Articles may be amended, provided every Amendment is approved by a majority of the Board of Directors and Stockholders. The Corporation shall indemnify as Directors or officers, or subscribers, or who, at the request of the Board of Directors or Stockholders of the corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses,

including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of being or having been Directors or officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Directors or officers shall be adjudged in any action, suit, or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law or bylaw, agreement, vote of stockholders or otherwise. The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation for such members of the Corporation.

#### **ARTICLE XII** **ADDITIONAL POWERS**

The Corporation shall have the further right and power to from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this Corporation, except as conferred by Statute, unless authorized by a resolution of the stockholders or Board of Directors.

The Corporation may in its bylaws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both Stockholders and Directors shall have power, if the bylaws so provide, to hold their


respective meetings, and to have one or more offices within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

**ARTICLE XIII**  
**REGISTERED AGENT**

The Registered Agent to accept service of process within this State for said corporation shall be JOSE G. LOPEZ. The registered office is located at 8410 W. FLAGLER STREET #214 MIAMI, FL. 33144

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

  
JOSE G. LOPEZ

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named and the Incorporator, for the purposes of forming a Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this \_\_\_\_\_ day of October, 1996.

  
JOSE G. LOPEZ

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared **JOSE G. LOPEZ** , to me well known and known to be the individual described in, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this \_\_\_\_ day of October, 1996.

My Commission Expires:

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

\_\_\_\_\_  
Name of Notary

\_\_\_\_\_ Personally known to me

\_\_\_\_\_ Presented identification

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST--THAT JV MEDICAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
8410 WEST FLAGLER STREET, #214, MIAMI, FLORIDA 33144, HAS NAMED JOSE G.  
LOPEZ, LOCATED AT 8410 WEST FLAGLER STREET, #214, MIAMI, FLORIDA 33144 AS  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE \_\_\_\_\_

JOSE G. LOPEZ

TITLE PRESIDENT

DATE 10/10/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE \_\_\_\_\_

JOSE G. LOPEZ

DATE 10/10/96

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DADE       )

SWORN TO and subscribed before me this \_\_\_\_\_ day of October, 1996.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

\_\_\_\_\_  
Name of Notary

\_\_\_\_\_ Personally known to me

\_\_\_\_\_ Presented identification