

P.97000006194

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

Office Use Only

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

1. Omeka Medical Consulting Group, P.A.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 400002064784--4
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4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ 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

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97 JAN 22 PM 1:42
TALLAHASSEE, FLORIDA

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JAN 22 2000

ARTICLES OF INCORPORATION

OF

OMEKA MEDICAL CONSULTING GROUP, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is OMEKA MEDICAL CONSULTING GROUP, P.A.

ARTICLE 11

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is One Hundred (100) shares of common stock of a per value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Abe A. Bailey, Esquire
Florida Bar No. 0480398
NATIONSBANK BUILDING
18350 N.W. 2nd Avenue, Fifth Floor
Miami, Florida 33169
(305) 653-8860

ARTICLE V
SHAREHOLDERS

This corporation shall not issue and no holder may sell or transfer his shares of capital stock to anyone other than an individual who is duly licensed to practice medicine.

ARTICLE VI
DISQUALIFICATION TO RENDER PROFESSIONAL SERVICES

No officer, shareholder, agent or employee of this corporation shall be permitted to continue as such upon becoming legally disqualified to practice medicine; in the event any shareholder becomes or is in any way legally disqualified or restricted or limited in his ability to practice medicine such shareholder's shares shall immediately become subject to purchase by this Corporation.

ARTICLE VII
PURPOSE

This corporation is organized for the sole purpose of networking physicians for providing diagnostic, medical and surgical care to members of Health Maintenance Organizations, Preferred Provider Organizations, and other pre-paid health plans including Accountable Health Partnerships, regional and corporate health alliance on a capitate or other risk basis, and pooling and sharing the risks inherent in the provision of such medical care and reimbursement, and for the following purposes:

a) To have and to exercise all the powers now or hereafter conferred by the laws of the state of Florida upon corporations organized pursuant to the laws under which the Corporation is organized, Florida Statutes, Chapter 617, and any and all acts amendatory thereof and supplement thereto.

b) For the purpose of transacting any or all lawful business

consistent with the purpose set forth above.

c) To do any and everything pertinent to the above.

ARTICLE VIII

The name of the initial registered agent of this corporation is DR. PERCY NELSON. The street address of the initial registered office of the corporation in the State of Florida is 1400 N.E. Miami Gardens Drive, Suite 205, North Miami Beach, Florida 33179 and the principal place of business of the corporation is 1400 N.E. Miami Gardens Drive, Suite 205, North Miami Beach, Florida 33179.

ARTICLE IX INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

DR. CLIFFORD O'CONNOR	1400 N.E. Miami Gardens Drive North Miami Beach, Fl. 33179
DR. PERCY NELSON	1400 N.E. Miami Gardens Drive North Miami Beach, Fl. 33179
DR. STEVE MAYNARD	1400 N.E. Miami Gardens Drive North Miami Beach, Fl. 33179

ARTICLE X INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is DR. PERCY NELSON, 1400 N.E. Miami Gardens Drive, Suite 205, North Miami Beach, Florida 33179.

ARTICLE XI BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

ARTICLE XII INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE XIII
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 21st day of January, 1997.

Percy Nelson
PERCY NELSON-Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of January, 1997 by DR. PERCY NELSON as the Incorporator of OMEKA MEDICAL CONSULTING GROUP, P.A. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification Florida Driver's License and did (did not) take an oath.

Cecile Martin
NOTARY PUBLIC (Signature)
State of Florida, at Large

My Commission Expires:



CECILE MARTIN
My Commission CC456067
Expires Aug. 08, 1999
Bonded by HAI
800-422-1558

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

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that OMEKA MEDICAL CONSULTING GROUP, P.A. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1400 N.E. Miami Gardens Drive, Suite 200, North Miami Beach, Florida 33179 and has named DR. PERCY NELSON located at 1400 N.E. Miami Gardens Drive, Suite 200, North Miami Beach, Florida 33179 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at Place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 21st day of January, 1997.

By: Percy Nelson

PERCY NELSON
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 22 PM 1:42

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