

LAZARUS CORPORATION INDUSTRIES, INC.

Requestor Name

800 S.W. 7 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. MEDI-BUILD GROUP, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

400002254764--E

08/01/97-01039-020

\*\*\*122.50 \*\*\*122.50

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☐ Mail out

☒ Pick up time 2.0

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ 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

SEP 23 PM 4:15  
TALLAHASSEE, FLORIDA

97 SEP 23 PM 4:15

FILED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 1, 1997

LAZARUS

MIAMI, FL

SUBJECT: MEDI-BUILD GROUP, INC.  
Ref. Number: W97000017770

We have received your document for MEDI-BUILD GROUP, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 497A00039287

RECEIVED  
97 AUG 11 PM 2:54  
DIVISION OF CORPORATION

AFFIDAVIT OR RELEASE OF CORPORATE NAME

STATE OF FLORIDA :  
: ss.  
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, duly authorized to take oaths and acknowledgments, personally appeared MICHAEL COLODNY ("Affiant"), the incorporator of Medi-Build Group, Inc., a Florida corporation, who, after being duly sworn deposes and says that:

1. Upon information and belief, Medi-Build Group, Inc. was administratively dissolved for failure to file an annual report.

2. Medi-Build<sup>Group</sup>, Inc., as incorporated by me, has no intention of reinstating its business or of attempting to reinstate its corporate status in Florida.

3. I hereby authorize and permit the use of the name Medi-Build<sup>Group</sup>, Inc. by Michael Poliakoff, 801 Arthur Godfrey Road, Suite 600, Miami Beach, Florida.

4. Upon information and belief, Medi-Build Group, Inc. has no current liabilities or responsibilities. Any liabilities or responsibilities incurred after this date shall inure to the assignee of the name.

FURTHER AFFIANT SAYETH NAUGHT

  
\_\_\_\_\_  
Michael Colodny, Affiant

STATE OF FLORIDA :  
: ss.  
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this

8th day of August, 1997, by Michael Colodny, who is personally known to me.

My commission expires:



SHAWN A GILBERT  
My Commission CC416330  
Expires Oct. 22, 1998  
Bonded by ANB  
800-882-5878

Shawn A. Gilbert  
Signature of Acknowledger

SHAWN A. GILBERT  
Typed/Printed Name of Acknowledger

NOTARY  
Title or Rank

n/a  
Serial Number, if any

LAW OFFICES  
**COLODNY, FASS & TALENFELD, P.A.**

2000 West Commercial Boulevard  
Suite 232

Fort Lauderdale, Florida 33309

Michael Colodny  
Joel S. Fass  
Howard M. Talenfeld

Broward: (954) 492-4010

Dade: (305) 893-2224

Facsimile: (954) 492-1144

Maria Elena Abate  
Wendy Beck  
A. Margaret Hesford  
Stuart B. Yanofsky

August 8, 1997

Michael Poliakoff  
801 Arthur Godfrey Road  
Miami Beach, Florida

Via Facsimile  
(305) 220-1440

Re: Medi-Build Group, Inc.  
Release of Name

Dear Michael:

I am enclosing an affidavit releasing to you the corporate name Medi-Build Group, Inc., as you requested and in the form required by the Florida Department of State, Division of Corporations. As you can see, I have averred that, to my knowledge, the corporation has no current liabilities or responsibilities. Additionally, to my knowledge, the corporation was never active.

Prior to your registration of the corporation using the name Medi-Build Group, Inc., please sign in the space provided below, indicating your understanding that any liabilities incurred by the corporation, including fees owed to the State of Florida, will be your sole responsibility. Essentially, this provision will serve to release me from further responsibility for the corporation.

Finally, upon your execution of this letter, forward a copy to me by immediately by fax. Your cooperation in this regard will be appreciated.

Very truly yours,

MC/sby

Michael Colodny

By my signature below, I understand the foregoing and acknowledge that all debts and liabilities of Medi-Build Group, Inc., as incorporated by me or on my behalf, are my sole and exclusive responsibility.

  
Michael Poliakoff

Date: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
FOR  
MEDI-BUILD GROUP, INC.**

**FILED**  
97 AUG -1 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

This undersigned, a natural person, and duly licensed to perform consulting and building in the State of Florida, does hereby form a corporation under the Florida Professional Services Corporation Act and other laws of the State of Florida.

**ARTICLE ONE**

The name of the Corporation is **MEDI-BUILD GROUP, INC.**

**ARTICLE TWO**

The purpose for which the Corporation is organized is to perform consultations and building. Subject to the laws of the State of Florida regarding Professional Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Professional Corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which the Corporation is authorized to issue and have at any time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE FOUR**

The existence of the Corporation shall be perpetual.

#### ARTICLE FIVE

The street address of the principle office of the Corporation and the Corporation's initial registered office is 801 Arthur Godfrey Road, Suite 600, Miami Beach, Florida 33140, and the initial Registered Agent at that address is Michael Polakov.

#### ARTICLE SIX

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than ten.

#### ARTICLE SEVEN

The name and street address of the member of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is:

NAME	ADDRESS
MICHAEL POLAKOV	801 ARTHUR GODFREY ROAD / # 600 MIAMI BEACH, FLORIDA 33140

#### ARTICLE EIGHT

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

#### ARTICLE NINE

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

#### ARTICLE TEN

The name and street address of the person signing these articles is:

**NAME**

**ADDRESS**

MICHAEL POLAKOV

801 ARTHUR GODFREY ROAD / # 600  
MIAMI BEACH, FLORIDA 33140

#### ARTICLE ELEVEN

These 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 shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.



ARTICLE TWELVE

The initial By--Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

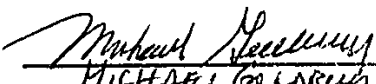
EXECUTED at Miami, Dade County, Florida, this 31 day of July, 1997.

  
MICHAEL POLAKOV

STATE OF FLORIDA)  
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31 day of July, 1997, by MICHAEL POLAKOV, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of MEDI-BUILD GROUP, INC. who is personally known to me as the person described in and who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at North Miami Beach, Florida the day and year first written above.

  
MICHAEL GOLDBERG  
(Printed Name of Notary)  
CC 499743  
Serial Number of Notary  
Notary Public  
State of Florida  
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

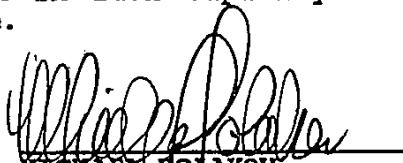
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

MEDI-BUILD GROUP, INC. desiring to organize under the laws of the State of Florida, hereby designates MICHAEL POLAKOV, as its Registered Agent and 801 ARTHUR GODFREY ROAD, SUITE 600, MIAMI BEACH, FLORIDA 33140 as its registered office.

**ACCEPTANCE**

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

  
MICHAEL POLAKOV  
(REGISTERED AGENT)

**FILED**  
97 AUG -1 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE - FLORIDA