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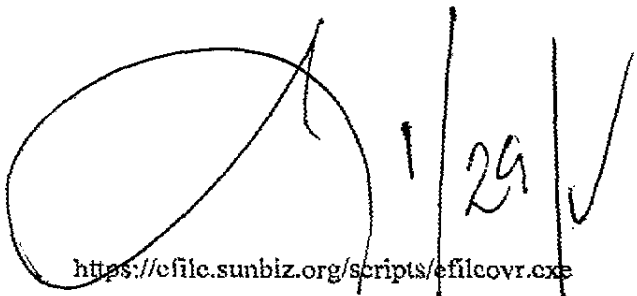
International HIFU Society, Inc.

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**ARTICLES OF INCORPORATION
OF
INTERNATIONAL HIFU SOCIETY, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this corporation shall be International HIFU Society, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7000 S.W. 62nd Avenue
Suite 100
South Miami, FL 33143

ARTICLE III - PURPOSE(S)

The specific purpose (s) for which the corporation is organized is (are):

For the education, promotion and research to professionals in the medical field in the technology of high intensity focus ultrasound in the treatment of medical diseases and oncology. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The directors of the company shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws.

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**ARTICLE V - INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Ronald R. Fieldstone
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

ARTICLE VI - INCORPORATOR

This name and address of the incorporator to these Articles of Incorporation are:

George M. Suarez
7000 S.W. 62nd Avenue
Suite 1001
South Miami, FL 33143

ARTICLE VII - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

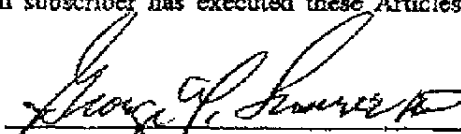
ARTICLE VIII - DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by

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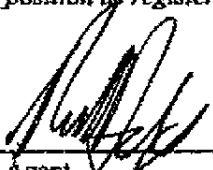
the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of January, 2004.



George M. Suarez
Signature/Incorporator

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/Registered Agent
Ronald R. Fieldstone

1/20/04

Date

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