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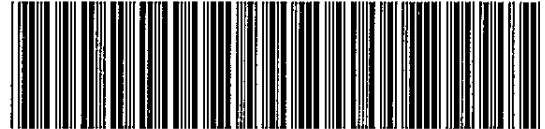
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CAPITAL CONNECTION, INC.

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The International Society for
Perioperative Care of the
Obese Patient, Inc.

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

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ARTICLES OF INCORPORATION
OF

THE INTERNATIONAL SOCIETY

FOR PERIOPERATIVE CARE

OF THE OBESE PATIENT, INC.

(A Corporation Not for Profit
organized under Chapter 617, Florida Statutes)

ARTICLE I

NAME:

The name of this Corporation shall be THE INTERNATIONAL
SOCIETY FOR PERIOPERATIVE CARE OF THE OBESE PATIENT, INC.

ARTICLE II

ADDRESS:

The initial post office address of the principal office of the
Corporation in the State of Florida shall be c/o A. Joseph Layon,
MD, FACP, 1600 SW Archer Road, Room 2536, PSB, Gainesville, Florida
32610-0254. The Board of Directors may from time to time move the
principal office to any other address in the State of Florida.

ARTICLE III

PURPOSE:

The specific and primary purposes for which this Corporation
is formed are:

(a) To promote excellence in clinical management, research
and education in the perioperative care of the obese patient.

(b) As a manner of accomplishing the foregoing purposes, and
subject to the Bylaws of this corporation, as from time to time are
duly adopted, the Corporation shall have the following powers:

1. To accept, acquire, receive, take and hold by
bequest, devise, grant, gift, purchase, exchange, lease, transfer,
judicial order or decree, or otherwise, for any of its objects and
purposes, any property, both real and personal, of whatever kind,
nature, or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

© No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, directors or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and

the corporation 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 these articles, the corporation shall not carry on any other activities which would constitute a regular business of a kind ordinarily carried on for profit.

(d) Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

(e) In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be paid over and transferred to any similar organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE IV

GENERAL POWERS:

The corporation shall have and exercise all rights and powers that are permitted by the laws of the State of Florida for Not for Profit Corporations.

ARTICLE V

MEMBERSHIP:

Classes and qualifications of membership shall be as stated in the Bylaws of the corporation.

ARTICLE VI

EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE VII

BOARD OF DIRECTORS:

Section 1. The business affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be composed of not less than three (3) persons. Membership of the Board of Directors shall be for such period of time as prescribed by the Bylaws of the corporation and said Bylaws shall prescribe the method by which the members of the board of Directors shall be nominated and elected, and the qualifications necessary for nomination and election to said Board of Directors.

Section 2. The officers of this corporation, who shall also be Directors, shall be elected or appointed as provided in the Bylaws of the corporation.

Section 3. The following persons shall constitute the first Board of Directors until the first appointment of the Board of Directors made in accordance with the provisions of the Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
ADRIAN ALVAREZ, M.D.	Department of Anesthesia, Hospital de Clinicas "Jose de San Martin" Facultad de Medicina Universidad de Buenos Aires Buenos Aires, Argentina
JAY BRODSKY, M.D.	Stanford University Medical Center H-3580 300 Pasteur Drive Stanford, CA 94305
DANIEL I. SESSLER, M.D.	University of Louisville Cleveland Clinic Foundation-E30 9500 Euclid Ave. Cleveland, OH 44195
LOUIS BRUSCO, JR., M.D.	St. Luke's-Roosevelt Hospital Center Department of Anesthesiology 1111 Amsterdam Avenue Travers 7 New York, NY 10025
ALLAN P. REED, M.D.	Mount Sinai School of Medicine Box 1010 One Gustave L. Levey Place New York, NY 10029-6574
A. JOSEPH LAYON, M.D., FACP	University of Florida College of Medicine 1600 SW Archer Road Room 2536-PSB Gainesville, FL 32610-0254

ARTICLE VIII

INCORPORATORS:

The name and post office address of each incorporator of these
Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
A. JOSEPH LAYON, M.D., FACP	University of Florida College of Medicine 1600 SW Archer Road Room 2536-PSB Gainesville, FL 32610-0254

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is 2772-S NW 43rd Street, Gainesville, Florida 32606, and the name of the initial registered agent of the corporation at that address is CHARLES I. HOLDEN, JR.

ARTICLE X

BYLAWS:

The Board of Directors shall adopt Bylaws consistent with these Articles. The Board of Directors, by a majority vote, shall also have the power to make, alter or rescind any Bylaws on behalf of the corporation.

ARTICLE XI

AMENDMENT TO ARTICLES OF INCORPORATION:

These Articles may be altered, amended or repealed by resolution of the Board of Directors, passed by a majority vote of the Board of Directors.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS:

Section 1. The corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any

appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

B. Such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct by the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED:

Section 1. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, the said subscriber has hereunto set her hand and seal this 3rd day of January, ~~2005~~. 2006.

Signed, sealed and delivered
in our presence as witnesses:

Chris Gassaway
[Signature]

INCORPORATOR:

A. Joseph Dayon
A. JOSEPH DAYON, M.D., FACP

STATE OF FLORIDA
COUNTY OF ALACHUA

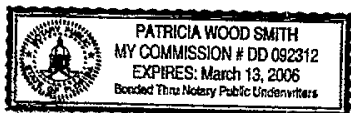
The foregoing instrument was acknowledged before me this
3rd day of January, 2006, by A. JOSEPH LAYON, M.D.,
FACP.



Patricia Wood Smith
NOTARY PUBLIC
Printed Name: Patricia Wood Smith
Commission No.: DD 092312

Personally known ✓ OR Produced Identification N/A

Type of Identification Produced: _____

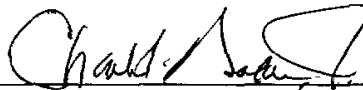


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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for THE INTERNATIONAL SOCIETY FOR PERIOPERATIVE CARE OF THE OBESE PATIENT, INC. at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity.

The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and acknowledges he is familiar with and accepts the obligations of the position as registered agent.



CHARLES I. HOLDEN, JR.

Dated: 1-6-06