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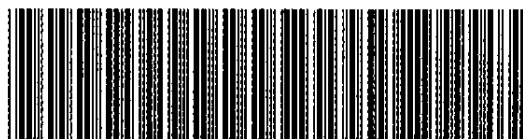
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JS 2/11/11

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Modern Surgical Techniques Education and Research, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Henry J. Lujan
Name (Printed or typed)

9195 Sunset Drive, Suite 230
Address

Miami, FL 33173
City, State & Zip

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Modern Surgical Techniques Education and Research, Inc.

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11 JAN 10 PM 3:47

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

A Non Profit Corporation

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be Modern Surgical Techniques Education and Research, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principle office and mailing address of the principal office of the Corporation shall be 9195 Sunset Drive, Suite 230 Miami, FL 33173

ARTICLE III

PURPOSE AND POWERS

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable and educational 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 the corresponding section of any future federal tax code. Such purposes shall include the following:

(a) To provide education for fellows in modern surgical techniques, and charitable services for individuals in the community who lack medical care and education of colorectal diseases.

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth.

(c) To acquire, own, lease, mortgage and dispose of property both real and personal.

(d) To accept property and donations in trust for charitable purposes.

(3) The property of the Corporation is irrevocable dedicated to educational and charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(b) The Corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IV

MANNER OF ELECTION

Directors shall be elected as set forth in the Corporation's Bylaws.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent shall be as follows:
Henry J. Lujan 9195 Sunset Drive, Suite 230 Miami, FL 33173

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have seven (7) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors of this Corporation are:

Henry J. Lujan - Director	9195 Sunset Drive, Suite 230, Miami, FL 33173
Gustavo Plasencia- Co-Director	9195 Sunset Drive, Suite 230, Miami, FL 33173
Moises Jacobs – Founder	9195 Sunset Drive, Suite 230, Miami, FL 33173
Eddie Gomez- Education Director	9195 Sunset Drive, Suite 230, Miami, FL 33173
Manuel Viamonte – Education Director	9195 Sunset Drive, Suite 230, Miami, FL 33173
Rene Hartmann- Education Director	9195 Sunset Drive, Suite 230, Miami, FL 33173
Renee Lujan – Secretary	12200 Vista Lane, Pinecrest, FL 33156

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator is:
Henry J. Lujan 9195 Sunset Drive, Suite 230, Miami, FL 33173

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities nor permitted to be carried on:

(1) by a corporation/organization exempt from Federal income tax under Section 501(C)(3) of the I.R.S. Code (or corresponding section of the any future Federal tax code) or

(2) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code.)

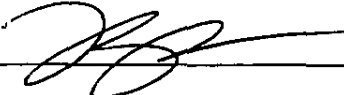
(a) Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.


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JAN 10 PM 3:47
SECRETARY OF STATE
BALTIMORE, MD

 1-06-2011 HENRY LUJAN, MD

Signature Incorporator /Date

Print Name /Title

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 HENRY LUJAN, MD 1-06-2011

Signature/Registered Agent

Print Name/ Date