

N96000004680

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Florida Gastroenterologic

Foundation, Inc.

	C.O. Pmt.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Filiofous Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		

60881543116
 09/10/96 DT040-027
 ***122.50 ***122.50

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

RECEIVED
 96 SEP 10 AM 9:18
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY AM CK No. _____

WALK-IN
 Will Pick Up 9-10-1222 AB 9/10

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF FLORIDA GASTROENTEROLOGIC ~~CHARITABLE~~ FOUNDATION, INC.

FILED
96 SEP 19 AM 10:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§ 617.001 et seq., Florida Statutes, the undersigned, being residents of the State of Florida, over the age of 18 years and duly qualified to incorporate this foundation, hereby execute the following Articles of Incorporation of FLORIDA GASTROENTEROLOGIC ~~CHARITABLE~~ FOUNDATION, (the "Corporation") as of the 6th day of September, 1996: Inc.

ARTICLE ONE

The name of this corporation is FLORIDA GASTROENTEROLOGIC ~~CHARITABLE~~ FOUNDATION, INC. The corporation is organized and incorporated under the Florida Not For Profit Act, constituting §§ 617.001 et seq., Florida Statutes, as a charitable foundation the net earnings of which are devoted exclusively to charitable, scientific, educational, literary and fraternal purposes.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations authorized to engage in charitable, scientific, educational, literary and fraternal purposes may be incorporated under the Florida Not For Profit Act and the Florida General Corporation Act. The corporation shall also be authorized to engage in such other business activities as may be necessary or incidental to its charitable purposes.

ARTICLE FOUR

§4.01 The corporation shall be organized on a non-stock basis pursuant to § 617.0505, Fla. Stat. The corporation shall not have members. The powers of this Corporation shall be exercised, its properties controlled and its affairs managed, by a board of directors consisting of not less than three (3) persons. A statement as to the manner in which the members of the Board of Directors shall be elected or appointed shall be set forth in the Corporation's bylaws.

§4.02 Any action required or permitted to be taken by the members of a corporation under any provision

of law shall be taken by the Board of Directors, and may be taken without a meeting or notice thereof if all persons then serving on the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors of the Corporation, and any such written action shall have the same force and effect as if taken upon a vote of the board of directors at a regular or special meeting thereof. Any certificate or other document filed under any provision of law which relates to action taken as provided in this paragraph shall state that the action was taken by unanimous written consent of the board of directors of the Corporation without a meeting and that these Articles of Incorporation and the bylaws of the Corporation authorize the members to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE FIVE

§5.01 The mailing address of the principal corporate office of the corporation is P.O. Box 54-0363, Opa Locka, Florida 33054-0363. The initial registered office of the Corporation shall be 370 Camino Gardens Blvd., Suite 336, Boca Raton, FL 33432.

§5.02 The name and street address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Frank R. Brady, Esq., 370 Camino Gardens Blvd., Suite 336, Boca Raton, FL 33432.

ARTICLE SIX

§6.01 The names and addresses of the initial board of directors and the incorporators of this corporation are:

Marcia Sills, M.D.
2322 NE 53rd Street
Fort Lauderdale, FL

Juergen Nord, M.D.
4 Columbia Drive
Suite 630
Tampa, FL

Peter Pardoll, M.D.
1609 Pasadena Av.
Suite 3-M
St. Petersburg, FL

§6.02 Said incorporators and board members are over the age of eighteen (18) years, sui juris and citizens of the United States and Florida.

ARTICLE SEVEN

§7.01 The powers of this Corporation shall be

exercised, its properties controlled and its affairs managed, by a board of directors consisting of not less than three (3) persons. The incorporators shall constitute the initial Board of Directors of the Corporation until the organizational meeting of the Corporation, at which time an election of directors shall be held in the manner prescribed by the Corporation's bylaws. The Bylaws may provide for such increase or change, from time to time, in number thereof as is authorized by law.

§7.02 The Board of Directors shall elect officers of the Corporation to hold the offices specified in the bylaws, which officers shall have the powers and duties set forth in the bylaws. Initially, such officers shall be elected at the first annual meeting of directors and shall serve until their successors in office are elected and qualify.

ARTICLE EIGHT

§8.01 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for bona fide services rendered to or in behalf of the Corporation.

§8.02 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization described in either §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (such an organization hereinafter referred to as an "Exempt Organization").

§8.03 The property of this Corporation, whether tangible or intangible, real or personal, is hereby dedicated exclusively to charitable, educational, literary, scientific and fraternal purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any other private individual.

§8.04 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or

organizations organized and operated exclusively for charitable, educational, religious, scientific, or literary purposes as shall qualify as an Exempt Organization, as the Board of Directors may determine in its discretion. Any assets of the Corporation not so disposed of shall be disposed of by any court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations organized and operated exclusively for such purposes as such court shall determine.

ARTICLE NINE

§9.01 The qualification for membership on the Corporation's board of directors, serving as an officer and the manner of their admission shall be regulated by the bylaws of this Corporation.

§9.02 Amendments to these Articles of Incorporation may be proposed and adopted at a duly called meeting of the board of directors or as otherwise provided by Florida law.

§9.03 The bylaws of the Corporation may be altered, rescinded, added to or amended, and new bylaws may be adopted, by following the procedures therefor specified in the bylaws of the Corporation and/or in chapter 617, Florida Statutes.

§9.04 Any action required or permitted to be taken by the members of a nonprofit corporation under any provision of law or hereunder may be taken by the board of directors without a meeting of such directors or notice thereof, if all of the directors authorized to vote thereon pursuant to the bylaws of the corporation individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors of the Corporation, and any such written action shall have the same force and effect as if taken upon a vote at a regular or special meeting thereof. Any certificate or other document filed under any provision of law which relates to action taken as provided in this paragraph shall state that the action was taken by unanimous written consent of the board of directors of the Corporation without a meeting and that these Articles of Incorporation and the bylaws of the Corporation authorize the members to so act. Such a statement shall be prima facie evidence of the validity of any action(s) taken in accordance with this authority.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned have herunto set their
respective hand in the name and on behalf of the Corporation this
6th day of September, 1996.

H. Jørgen Nobel, M.D.

Marcus Lill

Asst. Dir. Records

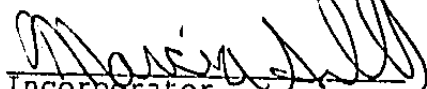
STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
96 SEP 10 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

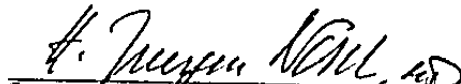
Certificate Designating Place of Business
Domicile for the Service of Process Within This State and
Naming Agent Upon Whom Process May be Served.

The following is submitted, in compliance with,
Florida Statutes:

FLORIDA GASTROENTEROLOGIC ~~CHARITABLE~~ FOUNDATION, INC.
is a non-profit corporation organized under the laws of the
State of Florida, with its registered office located at
370 Camino Gardens Blvd., Suite 336, in the municipality
of Boca Raton, County of Palm Beach, State of Florida
33432, and has named Frank R. Brady, Esq. as its agent to
accept service of process within this State at the office
specified in his acceptance below



Incorporator


Incorporator


Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of FLORIDA
GASTROENTEROLOGIC ~~CHARITABLE~~ FOUNDATION, INC. to accept
Service of Process; to keep my office at 370 Camino
Gardens Blvd., Suite 336, Boca Raton, Florida 33432 open
during prescribed hours; to post my name (and any other
officers of said corporation authorized to accept service
or process at the Florida designated address) in some
conspicuous place in said office as required by law.


Frank R. Brady, Esq.