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LAW OFFICES OF

Charles J. Goldman, P.A. FILED

601 SOUTH FEDERAL HIGHWAY  
HOLLYWOOD, FLORIDA 33020

00 AUG 28 AM 11:28 BROWARD: (954) 920-1986  
FAX: (954) 929-2440

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 28, 2000

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

RE: Advanced Microlaparoscopy Institute of Florida, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my check for \$70.00 covering: 600003374706--8

-08/28/00--01091--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

\$35.00 Filing Fee

35.00 Certificate Designating Registered Agent

Very truly yours,



CHARLES J. GOLDMAN, ESQUIRE

CJG:ed  
Encs.

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Plt 8/30/00

**ARTICLE OF INCORPORATION**

FILED

OF

00 AUG 28 AM 11:28

**ADVANCED MICROLAPAROSCOPY INSTITUTE OF FLORIDA, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I - NAME**

The name of the corporation shall be:

**ADVANCED MICROLAPAROSCOPY INSTITUTE OF FLORIDA, INC.**

**ARTICLE II - PURPOSE**

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

#### **ARTICLE IV - CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

#### **ARTICLE V - DURATION**

The corporation shall have perpetual existence.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The initial street address of the corporation's principal office is:

3700 Washington Street  
Suite #200  
Hollywood, FL 33021

#### **ARTICLE VII - MANAGEMENT BY SHAREHOLDERS**

The corporation shall be a close corporation within the meaning of and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

#### **ARTICLE VIII - OFFICERS AND INITIAL BOARD OF DIRECTORS**

The officers and their addresses are:

President and Secretary: EDGAR A. FIGUEROA, M.D.  
3700 Washington Street  
Suite #200  
Hollywood, FL 33021

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time

by the By-Laws but shall never be less than one. The names and addresses of the Directors are:

EDGAR A. FIGUEROA, M.D.  
3700 Washington Street  
Suite #200  
Hollywood, FL 33021

#### **ARTICLE IX - SUBSCRIBERS**

The name and address of each person signing these Articles of Incorporation as a subscriber is:

EDGAR A. FIGUEROA, M.D.  
3700 Washington Street  
Suite #200  
Hollywood, FL 33021

#### **ARTICLE X - DISSOLUTION**

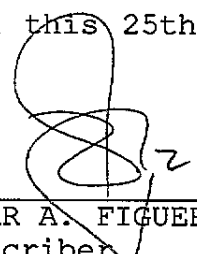
The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

#### **ARTICLE XI - REGISTERED AGENT**

The name and address of the Registered Agent is:

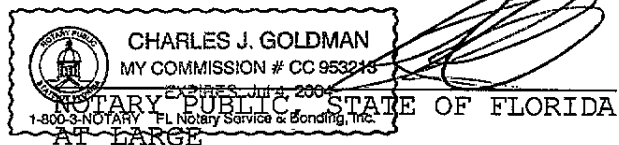
EDGAR A. FIGUEROA, M.D.  
3700 Washington Street  
Suite #200  
Hollywood, FL 33021

IN WITNESS WHEREOF, I, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 25th day of August, 2000.

  
\_\_\_\_\_  
EDGAR A. FIGUEROA, M.D.  
Subscriber

STATE OF FLORIDA    )  
                              ) SS:  
COUNTY OF BROWARD )

BEFORE ME, this 25th day of August, 2000, personally appeared EDGAR A. FIGUEROA, M.D., who is personally known to me or who has produced FOL as identification and is the person described in the foregoing Articles of Incorporation of ADVANCED MICROLAPAROSCOPY INSTITUTE OF FLORIDA, INC., and he acknowledged before me that he executed the same for the purposes therein expressed.



\_\_\_\_\_  
Type or print name of notary

SEAL:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

FILED

00 AUG 28 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida

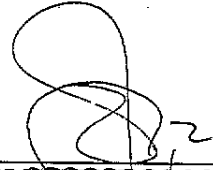
Statutes, the following is submitted:

FIRST that ADVANCED MICROLAPAROSCOPY INSTITUTE OF FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: 3700 Washington Street, Suite #200, Hollywood, FL 33021, has named EDGAR A. FIGUEROA, M.D., located at: 3700 Washington Street, Suite #200, Hollywood, FL 33021, as its agent to accept service of process within Florida.

Dated: 8-25-00

  
\_\_\_\_\_  
EDGAR A. FIGUEROA, M.D.  
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
EDGAR A. FIGUEROA, M.D.  
CHARLES J. GOLDMAN  
MY COMMISSION # CC 953213  
EXPIRES: Jul 4, 2004  
1-800-3-NOTARY FL Notary Service & Bonding, Inc.