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ERIC L. ROSENBERG, ESQ.  
10616 MENDOCINO LANE  
BOCA RATON, FLORIDA 33428  
(561) 883-5965

FILED

01 JAN -8 PM 4:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ADMITTED IN FLORIDA, NEW YORK  
AND NEW JERSEY

January 4, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of Surgical Assist Inc.

Dear Sir or Madam:

Enclosed is one original and one copy of the Articles of Incorporation for Surgical Assist Inc. (the "Corporation"). Please file the Articles as soon as possible. I enclose a check in the amount of \$78.75 to cover: (1) filing fees, (2) registered agent designation and (3) certified copy fees.

The certified copy and all correspondence with respect to this matter should be sent to:

Eric L. Rosenberg  
10616 Mendocino Lane  
Boca Raton, Florida 33428  
(561) 883-5965.

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-01/08/01--01085--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Thank you for your assistance. I can be reached at (561) 883-5965 if you need to contact me.

Very truly yours,

*Eric Rosenberg*  
Eric L. Rosenberg

Enclosures

D. BROWN JAN 1 0 2001

ARTICLES OF INCORPORATION  
OF  
SURGICAL ASSIST INC.

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ARTICLE I: NAME

The name of the Corporation is Surgical Assist Inc.

ARTICLE II: ADDRESS

The initial street address of the principal office and the mailing address of the Corporation shall be:

1617 S.E. 15<sup>th</sup> Street, Unit 101  
Fort Lauderdale, Florida 33316

ARTICLE III: DURATION

The Corporation shall have perpetual duration.

ARTICLE IV: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE V: POWERS

The Corporation and its officers, directors and shareholders shall have all the rights, liabilities and duties as set forth under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE VI: CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no event shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
John T. Gray	617 S.E. 15 <sup>th</sup> Street, Unit 101 Fort Lauderdale, Florida 33316

who will serve as director of the Corporation from the date hereof until such time as his successor is duly elected and qualified, or until his earlier resignation or removal.

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

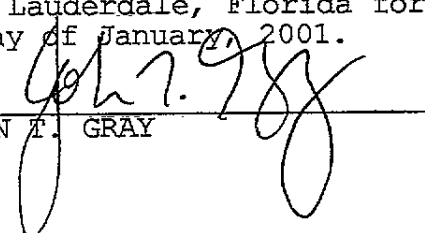
The initial registered office of the Corporation shall be 1617 S.E. 15<sup>th</sup> Street, Unit 101, Fort Lauderdale, Florida 33316, and the initial registered agent of the Corporation at such office shall be John T. Gray, who upon accepting this designation agrees to comply with the provisions of Sections 48.091 and 607.0501 of the Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

ARTICLE IX: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the incorporator is:

<u>Name</u>	<u>Address</u>
John T. Gray	1617 S.E. 15 <sup>th</sup> Street, Unit 101 Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned had made and subscribed these Articles of Incorporation at Fort Lauderdale, Florida for the uses and purposes aforesaid, this 3<sup>rd</sup> day of January, 2001.

  
JOHN T. GRAY

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for Surgical Assist Inc., hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligation, and agrees to comply with the provisions of Section 48.091 and 607.0501 of the Florida Statutes.

  
\_\_\_\_\_  
JOHN T. GRAY

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