

PO/000034544
TRANSMITTAL LETTER
FILED

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

01 MAR 30 AM 10:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT:

Scion Acquisition Corp.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200003932692-9

-04/02/01-01015-002

*****70.00 *****70.00

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 of
Status

ADDITIONAL COPY REQUIRED

FROM:

Michael Levinson, M.D., J.D.

Name (Printed or typed)

c/o Scion International, Inc.

Address

5200 Blue Lagoon Dr., Suite 890
Miami, FL 33126

City, State & Zip

305/263-8199

Daytime Telephone number

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

D. WHITE APR - 4 2001

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**ARTICLES OF INCORPORATION OF
SCION ACQUISITION CORP.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for purposes of forming a business corporation under the provisions of Section 607 of the Florida Statutes (the Florida Business Corporation Act), adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be SCION ACQUISITION CORP. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the office of the Corporation are Scion Acquisition Corp., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

ARTICLE III
PURPOSE

The purpose of the Corporation is to acquire, manage and/or operate healthcare related service, design, engineering and manufacturing companies.

ARTICLE IV
SHARES

The capital stock authorized is 15,000,000 shares, comprised of 10,000,000 shares of common stock and 5,000,000 shares of preferred stock, and all such stock has a par value of \$0.01 per share.

ARTICLE V
INITIAL OFFICERS/DIRECTORS

The initial officers and directors of the Corporation are as follows:

Melvin Levinson, M.D.	Chairman
	Chief Executive Officer
	Director

Stephen Chakoff

President
Secretary
Director

Michael Levinson, M.D., J.D. Chief Operating Officer
General Counsel
Director

ARTICLE VI
INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of the Corporation is Michael Levinson, M.D., J.D., c/o Scion International, Inc., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

ARTICLE VII
INCORPORATOR


The name and address of the Incorporation are Michael Levinson, M.D., J.D., c/o Scion International, Inc., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.


Michael Levinson, M.D., J.D., Incorporator

3/28/2001
Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above stated corporation at the place designated in this document, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael Levinson, M.D., J.D., Registered Agent

3/28/2001
Date