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FLORIDA PROFIT CORPORATION OR P.A.

u.s. bariatric, inc.

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ARTICLES OF INCORPORATION

OF

U.S. BARIATRIC, INC.

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **U.S. BARIATRIC, INC.** (the "Corporation").

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 4800 N.E. 20th Terrace, Suite 303, Fort Lauderdale, Florida 33308

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any time shall be 55,000,000 shares, of which 50,000,000 shares shall be common stock of \$.01 par value per share and of which 5,000,000 shares shall be preferred stock of \$.01 par value per share.

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to cash dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of the preferred stock of

William C. Phillippi, P.A.
FL Bar No. 190129
Broad and Cassel
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the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to, and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

The Board of Directors is hereby expressly authorized to issue the preferred stock of this corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

All stock of this corporation, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

ARTICLE IV

The street address of the initial registered office of the Corporation is 4800 N.E. 20th Terrace, Suite 303, Fort Lauderdale, Florida 33308, and the registered agent at that address is Robert T. Marema, M.D.

ARTICLE V

The name and address of the incorporator of the Corporation is Robert T. Marema, M.D., 4800 N.E. 20th Terrace, Suite 303, Fort Lauderdale, Florida 33308.

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ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of April, 2002.



ROBERT T. MAREMA, M.D.,
Incorporator

William C. Phillippi, P.A.
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500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


ROBERT T. MAREMA, M.D.

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TALLAHASSEE, FLORIDA

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