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FLORIDA PROFIT CORPORATION OR P.A.

U.S BARIATRIC OFFICE SPECIALTY SERVICES

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

U.S. BARIATRIC OFFICE SPECIALTY SERVICES, INC.

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 OFFICE SPECIALTY SERVICES, 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 10,000 shares of common stock, \$0.01 par value per share.

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 Tony Adamo.

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.

William C. Phillippi, P.A.
FL Bar No. 190139
Broad and Cassel
One Financial Plaza
Suite 2700
Fort Lauderdale, Florida 33394

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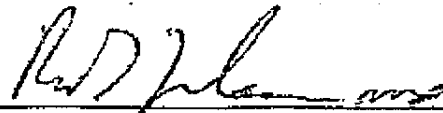
ARTICLE VI

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 20 day of November, 2002.



ROBERT T. MAREMA, M.D.,
Incorporator

William C. Phillippi, P.A.
FL. Bar No. 190129
Broad and Cassel
One Financial Plaza
Suite 2700
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.

Date: November 20, 2002

Tony Adamo
TONY ADAMO

SECRETARY OF STATE
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William C. Phillippi, P.A.
FL. Bar No. 190129
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