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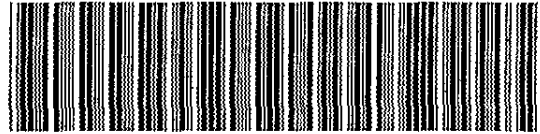
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GREENFELDER, MANDER, MURPHY, DWYER & MORRIS

ATTORNEYS AT LAW

14217 THIRD STREET, DADE CITY, FLORIDA 33523-3828

Glen E. Greenfelder M.S., J.D.
A.R. "Chip" Mander, III* J.D.
David J. Murphy J.D.
Daniel L. Dwyer** J.D.
Kimberly C. Morris*** J.D.
Alan D. Howell J.D.

* Board Certified in Criminal Law
** Also Admitted to Ohio Bar
*** Also Admitted to Georgia and Kentucky Bars

Dade City 352-567-0411
Brooksville 352-796-7900
Fax - Family Law 352-567-7758
Fax - Criminal Law 352-567-8457
Fax - Personal Injury Law 352-567-8457
Fax - Real Estate Law 352-567-7758

Legal Assistants:
Larry Fugate J.D.
Tricia Hall B.A.
Juanette Newman A.S.
Deborah L. Parks CLA
Doyle Springfield A.S.

Email -- GreenfelderMander@DadeCityLaw.net

April 30, 2003

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

Re: Articles of Incorporation for Florida Obesity Surgical Associates, P.A.

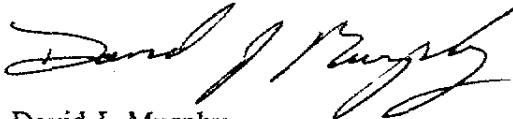
Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of \$78.75 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, MURPHY,
DWYER & MORRIS



David J. Murphy

DJM/kw

Enclosures

**ARTICLES OF INCORPORATION
OF
FLORIDA OBESITY SURGICAL ASSOCIATES, P.A.**

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

**NAME OF CORPORATION, PRINCIPAL OFFICE
AND MAILING ADDRESS**

The name of this corporation shall be: FLORIDA OBESITY SURGICAL ASSOCIATES,
P.A.

The principal office of this corporation shall be: 37840 Medical Arts Court, Zephyrhills,
FL 33541-4325.

The mailing address of this corporation shall be: 37840 Medical Arts Court, Zephyrhills,
FL 33541-4325.

ARTICLE II

PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by
the corporation are as follows:

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a. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by physicians.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to physicians in

good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 37840 Medical Arts Court, Zephyrhills, FL 33541-4325. The name of the initial registered agent of this corporation is David J. Murphy, Esquire, 14217 Third Street, Dade City, FL 33523.

ARTICLE VI

INCORPORATOR

The name and address of the incorporators signing these Articles is:

LEE J. GROSSBARD
37840 Medical Arts Court
Zephyrhills, FL 33541-4325

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of no less than one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one.

The name and address of the initial Board of Directors of this corporation are:

LEE J. GROSSBARD
37840 Medical Arts Court
Zephyrhills, FL 33541-4325.

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized

by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of

Incorporation on the 23rd day of April, 2003.

Lee J. Grossbard
LEE J. GROSSBARD

STATE OF FLORIDA

COUNTY OF PASCO

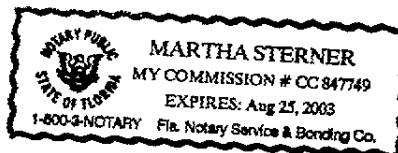
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEE J. GROSSBARD, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation and who furnished as proof of identification:

Personally Known

IN WITNESS WHEREOF I have set my hand and seal in the State and County above this 23rd day April, 2003.

Martha Sterner
Notary Public

My Commission Expires:



**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**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That FLORIDA OBESITY SURGICAL ASSOCIATES, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 37840 Medical Arts Court, Zephyrhills, FL 33541-4325, has named, DAVID J. MURPHY, Esquire, whose address is 14217 Third Street, Dade City, FL 33523, as its agent to accept service of process within Florida.

DATED: April 23, 2003

SIGNED: Lee J. Grossbard
LEE J. GROSSBARD

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TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees 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.

DATED: April 25, 2003

David J. Murphy
DAVID J. MURPHY
Registered Agent