





FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 12, 2003

BOOSE, CASEY, CIRLIN, ET AL

SUBJECT: SURGICHIP, INC.  
REF: W03000016956

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

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FAX Aud. #: H03000212449  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Jun 13 2003 8:59

BOOSE CASEY

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SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION  
OF SURGICHIP, INC.**

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

**ARTICLE I - Name of Corporation**

The name of this Corporation shall be SURGICHIP, INC.

**ARTICLE II - Principal Address**

The principal address of this Corporation shall be:

Surgichip, Inc.  
4398 Hickory Drive  
Palm Beach Gardens, Florida 33418

EFFECTIVE DATE  
6-9-03

This Corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This Corporation may, at its discretion, at any time, change the address of the principal place of business.

**ARTICLE III - Duration**

This Corporation shall commence on the date of execution and acknowledgement of these Articles and shall be perpetual in existence unless sooner dissolved according to law.

**ARTICLE IV - Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

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ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Principal Office and Registered Agent

The street address of the principal office of this Corporation is Surgichip, Inc., 4398 Hickory Drive, Palm Beach Gardens, Florida 33418, and the name of the initial registered agent of this Corporation is Alan J. Ciklin, Esq., c/o Boose Casey Ciklin Lubitz Martens McBane & O'Connell, Northbridge Tower 1, 18<sup>th</sup> Floor, 515 N. Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE VIII - Board of Directors

A Board of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws.

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ARTICLE IX - Incorporator

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

Alan J. Ciklin, Esq.  
Boose Casey Ciklin Lubitz Martens McBane & O'Connell  
Northbridge Tower 1, 18th Floor  
515 North Flagler Drive  
West Palm Beach, Florida 33401

ARTICLE X - Right of Assignment

The original incorporator of this Corporation shall have the right, upon its organization, to assign and deliver his subscription of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall have all rights, liabilities and duties of said subscribers with respect to the stock, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

ARTICLE XI - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLES XII - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Surgichip, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Alan J. Ciklin, Esq., c/o Boose Casey Ciklin Lubitz Martens McBane & O'Connell, Northbridge Tower 1, 18th Floor, 515 N. Flagler Drive, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open ~~the~~ office.

Alan J. Ciklin [Handwritten Signature]

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