

FROM :
DIVISION OF CORPORATIONS

SEP 13 2005 11:38 AM

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**FLORIDA PROFIT CORPORATION OR P.A.
SOUTH FLORIDA SURGERY AND BARIATRIC INSTITUTE P.A.**

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FROM :

FAX NO. :

Sep. 13 2005 11:38AM P2

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ARTICLES OF INCORPORATION

-of-

SOUTH FLORIDA SURGERY AND BARIATRIC INSTITUTE P.A.

The undersigned being a natural person, for the purpose of becoming a corporation under the laws of the State of Florida, and under the provisions of the Florida Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SOUTH FLORIDA SURGERY AND BARIATRIC INSTITUTE P.A.

ARTICLE II

The general nature of the business to be conducted and carried on by this Corporation is:

- A. To engage in all phases and aspects of the medical profession.
- B. To engage in all phases of work regarding the acquisition and disposition of real and personal property, both tangible and intangible.
- C. To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida.
- D. The foregoing business shall not restrict any other lawful business of the Corporation.
- E. The Corporation shall, in addition, have the power to carry

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on any other lawful business whatsoever in connection with the foregoing.

ARTICLES III

- A. The stockholders are authorized to issue and have outstanding at any time 1000 shares of common stock with no par value.
- B. The Stockholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which agreement shall be binding upon all persons.

ARTICLE IV

The amount of capital with which this Corporation may begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V

The Corporation shall commence business on the day of incorporation and its continued existence shall be perpetual.

ARTICLE VI

The name and street address of the initial registered agent and registered office of this Corporation is:

Registered Agent: Arthur F. McCormick
7550 S.W. 57th Avenue, Suite 203
South Miami, Florida 33143

The initial business office address and mailing address of the Corporation:

P.O. Box 451050
Miami, Florida 33245-1050

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FROM :

FAX NO. :

Sep. 13 2005 11:38AM P4

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EXECUTED by the undersigned Incorporator on this 10 day of
SEPTEMBER, 2005.

Eric Valladares
BY: ERIC VALLADARES

STATE OF WI)

) S.S.

V486 2167 d108-09

ISS. 12.29.04

EXP. 03.22.06

COUNTY OF MILW.)

BEFORE ME, the undersigned authority, personally appeared ERIC VALLADARES, known to me to be the person who executed the foregoing Articles of Incorporation of SOUTH FLORIDA SURGERY AND BARIATRIC INSTITUTE P.A. and he acknowledged that he executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal this 10th day of SEPTEMBER, 2005.

Joshua D. Lister
NOTARY PUBLIC

STATE OF WI

SEAL

GUARANTY BANK FSB
480 W. Silver Spring Dr.
Glendale, WI 53217



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FROM :

FAX NO. :

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CERTIFICATE DESIGNATION REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, we are hereby submitting the following designation and acceptance:

DESIGNATION

I, ERIC VALLADARES, the Incorporator for SOUTH FLORIDA SURGERY AND BARIATRIC INSTITUTE P.A. hereby designate ARTHUR F. McCORMICK as its registered agent whose office address is 7550 S.W. 57th Avenue, Suite 203, Miami, Florida 33142.

ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in this capacity for such Corporation.



ARTHUR F. MCCORMICK

FROM :

FAX NO. :

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However, this Corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VII

The Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time pursuant to the bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

The name and address of the initial members of the Board of Directors is set forth below. This director shall hold office for the first year of the Corporation's existence or until his Successors are elected or qualified:

Eric Valladares
P.O. Box 451050
Miami, Florida 33245-0105

ARTICLE IX

The name and address of the subscriber and incorporator of these Articles of Incorporation is:

Eric Valladares
P.O. Box 451050
Miami, Florida 33245-0105

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