

**Electronic Articles of Incorporation
For**

P06000022538
FILED
February 14, 2006
Sec. Of State
thampton

PHOENIX BARIATRICS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PHOENIX BARIATRICS, INC.

Article II

The principal place of business address:

380 AUDUBON OAKS DRIVE
#202
LAKELAND, FL. US 33809

The mailing address of the corporation is:

380 AUDUBON OAKS DRIVE
#202
LAKELAND, FL. US 33809

Article III

The purpose for which this corporation is organized is:

SALE OF BARIATRIC MEDICAL EQUIPMENT.□□□□□□□□

Article IV

The number of shares the corporation is authorized to issue is:

6

Article V

The name and Florida street address of the registered agent is:

LYNN GRUBER
380 AUDUBON OAKS DRIVE
#202
LAKELAND, FL. 33809

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: LYNN GRUBER

Article VI

The name and address of the incorporator is:

LYNN L. GRUBER
380 AUDUBON OAKS DRIVE
#202
LAKELAND FL, 33809

Incorporator Signature: LYNN L. GRUBER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: SVTD
LYNN GRUBER
380 AUDUBON OAKS DRIVE #202
LAKELAND, FL. 33809 US

Title: PD
LARRY RIRIE
11577 53RD STREET NE
ALBERTVILLE, MN. 55301 US

Article VIII

The effective date for this corporation shall be:

02/13/2006