

To:
Subject: 000409.95154
Division of Corporations

Florida Profit/Non Profit

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Fax Number : (850) 617-6381

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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000409. 95154

FLORIDA PROFIT/NON PROFIT CORPORATION

AMERICAN INSTITUTE FOR WEIGHT LOSS SURGERY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
AMERICAN INSTITUTE FOR WEIGHT LOSS SURGERY, INC.**

ARTICLE I

The name of the corporation is AMERICAN INSTITUTE FOR WEIGHT LOSS SURGERY, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is 1250 East Hallandale Beach Boulevard, Suite 805, Hallandale Beach, Florida 33009.

ARTICLE III

The purpose for which the corporation is organized to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, FL 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

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ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until his successors are duly elected and qualified is:

Andrew Chauser
1250 East Hallandale Beach Boulevard
Suite 805
Hallandale Beach, Florida 33009

ARTICLE VII

The name of the Incorporator is Esther Forbes and the address of the Incorporator is One S.E. Third Avenue, 25th Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of October, 2008.



Esther Forbes, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **AMERICAN INSTITUTE FOR WEIGHT LOSS SURGERY, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of October, 2008.

CorpDirect Agents, Inc.
Registered Agent

By: 

Name: Ricky Soto

Title: Asst. Secretary

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