

P95 000014569

CHARTERED  
ATTORNEYS AT LAW  
156 BEACHLAND BOULEVARD  
VERNO BEACH, FLORIDA 32061

THOMAS G. BARRETT  
CALVIN B. BROWN  
WILLIAM W. CALDWELL  
OPHELIA H. COLLINS, III  
MICHAEL J. KARAVANIS  
JAMES K. MORRIS, III  
DANIEL W. RUSSELL

407 231 4145  
FAX 407 234 5211

PLEASE REPLY TO  
POST OFFICE BOX 1000  
VERNO BEACH, FLORIDA 32064

\*INDIAN CERTIFIED REAL ESTATE LAWYER  
\*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

January 31, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

600001410586  
-02/20/95--01098--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Surgeon World Enterprises, Inc.

Dear Sir:

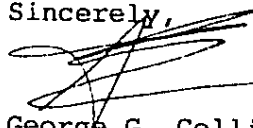
Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing our check in the amount of \$122.50 covering the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Form	35.00

Thank you for your consideration in this matter.

Sincerely,

  
George G. Collins, Jr.  
For the Firm

GGC, Jr./ab  
Enclosures

113 17 122.50

ARTICLES OF INCORPORATION  
OF  
SURGEON WORLD ENTERPRISES, INC.

95 FEB 20 AM 8:17

ARTICLE I - NAME

The name of this corporation is SURGEON WORLD ENTERPRISES, INC..

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this corporation are:

George G. Collins, Jr.  
756 Beachland Boulevard  
Vero Beach, Florida 32963

ARTICLE VI - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

505 Beachland Boulevard  
Vero Beach, Florida 32963

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be not

less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William F. Surgeon, Jr.	1114 Crossbow Circle Medina, Ohio 44256
Diana S. Surgeon	1114 Crossbow Circle Medina, Ohio 44256
William F. Surgeon, III	1155 Lake Shore Drive, Apt. 205 Lake Park, Florida 33403
Cassandra G. Surgeon	1114 Crossbow Circle Medina, Ohio 44256

#### ARTICLE VIII - INCORPORATION

The names and addresses of the persons signing these Articles are:

William F. Surgeon, Jr.	1114 Crossbow Circle Medina, Ohio 44256
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#### ARTICLE IX

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;

B. Any limitation or restraint upon the encumbrance or pledge of stock;

C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;

D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and

E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

#### ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 31st day of January, 1995.

Raymond D. Sam Ayars  
Raymond D. Sam Ayars

David G. Berg  
David G. Berg

William F. Surgeon, Jr.  
William F. Surgeon, Jr.

STATE OF  
COUNTY OF

The foregoing instrument was acknowledged before me this 31st day of January, 1995, by WILLIAM F. SURGEON, Jr. who is personally known to me or who has produced (personally known to Notary) as identification and who did (did not) take an oath.

Deborah J. Decker  
Notary Public.

LORETTA J. TAYLOR  
Notary Public, State of Or.  
Recorded in Medina City  
My Comm. Expires 01-31-96

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

In pursuant of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First--That SURGEON WORLD ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Vero Beach, County of Indian River, State of Florida, has named George G. Collins, Jr., located at 756 Beachland Boulevard, City of Vero Beach, County of Indian River, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:

George G. Collins, Jr.

71317

Collins, Brown, Caldwell,  
Barkett, Rossway, Garavaglia & Moore

CHARTERED  
ATTORNEYS AT LAW  
756 BEACHLAND BOULEVARD  
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT  
CALVIN B. BROWN  
WILLIAM W. CALDWELL  
GEORGE G. COLLINS, JR.\*  
MICHAEL J. GARAVAGLIA  
JOHN E. MOORE, III\*\*  
BRADLEY W. ROSSWAY

\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*\*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

407 231 4343  
FAX 407 234-5215

PLEASE REPLY TO  
POST OFFICE BOX 3686  
VERO BEACH, FLORIDA 32964

P95000014569

January 24, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

600001700936  
-01/30/96--01032--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Surgeon World Enterprises, Inc.

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Amendment for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy with the appropriate certificate to this office.

I am also enclosing our check in the amount of \$87.50 covering the following:

Filing Fee	\$ 35.00
Certified Copy	52.50

Thank you for your consideration in this matter.

Sincerely,

George G. Collins, Jr.  
For the Firm

GGC, JR./mja  
Enclosures

Margie Overill  
Authorized to add  
Name in heading

FILED  
96 JAN 29 AM 8:56  
TALLAHASSEE, FLORIDA

Name change  
LFJ  
2-1-96

**ARTICLES OF AMENDMENT**

Pursuant to Florida Statutes §607.100 ~~6~~ the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed February 20, 1995, #P95000014569, SURGEON WORLD ENTERPRISES, INC.

**FIRST:** The following Article I is hereby amended to read as follows:

**ARTICLE I - NAME**

The name of the corporation is **THE SURGEON GROUP, INC.**

**SECOND:** The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 22<sup>ND</sup> day of DEC., 1995.

**THIRD:** The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this corporation have executed these Articles of Amendment this 24<sup>th</sup> day of JAN., 1996.

THE SURGEON GROUP, INC.

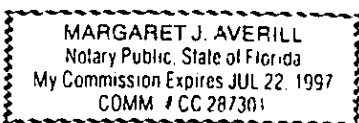
By: William F. Surgeon, Jr.  
William F. Surgeon, Jr., President

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of January, 1996, by WILLIAM F. SURGEON, JR., President of THE SURGEON GROUP, INC., on behalf of the corporation. He is personally known to me or produced — as identification.

Margaret J. Averill  
Notary Public

(Notary Seal)



FILED  
96 JAN 29 AM 8 56  
CLERK OF DISTRICT COURT  
INDIAN RIVER COUNTY, FLORIDA