

May 8, 1995

Division of Corporations  
Secretary of State  
State of Florida  
Post Office Box 6327  
Tallahassee, FL. 32314

600001507466  
-06/02/95--01075--011  
\*\*\*\*122.50 \*\*\*\*122.50

*BARIATRIC*

RE: Articles of Incorporation, *BARIATRIC* BARIATRICS CLINICS OF AMERICA, INC.

Dear Sir:

In accordance with my understanding of the requirements to charter the above referenced corporation in the state of Florida, I submit the following enclosed documents:

1. Articles of Incorporation of *BARIATRIC* BARIATRICS CLINICS OF AMERICA, INC.
2. A check drawn in the amount of \$122.50, payable to the Secretary of State. This amount is intended to meet the fees required as follows:

a.) Filing Fee	\$ 35.00
b.) Designation of Registered Agent	35.00
c.) Certified Copy of Articles	52.50
Total	<u>\$122.50</u>

I trust you will find the enclosed to be in order. Thank you for your prompt attention to this matter. If additional information is required, please contact me.

Respectfully,

*Meredith A. Bonomer*

Meredith A. Borremes, Incorporator  
BARIATRICS CLINICS OF AMERICA, INC.  
514 N. Ventura Avenue  
Crystal River, FL 34429

JUN 12 1995 BSB

FILED  
95 JUN -6 PM 1:51  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BERIATRICS CLINICS OF AMERICA, INC.

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

Article I  
NAME

Section 1.1. Name. The name of the corporation is BERIATRICS CLINICS OF AMERICA, INC.

Article II  
DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within ten days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III  
PURPOSES

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be organized under the laws of the State of Florida. The general nature of the business to be transacted by this corporation is: to manufacture, transfer, sell, or otherwise dispose of, and to invest in, trade in, deal in, consult for, and with goods, wares, merchandise, real and personal property and services of every kind, class and description.

Article IV  
CAPITAL STOCK

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Restrictions on Transfer of Stock. Shareholders must first offer shares to the corporation or other existing shareholders prior to offering shares to other prospective purchasers.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Section 4.4. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 4.5. Cumulative Voting. Cumulative voting shall not be permitted.

FILED  
JUN 11 1951  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article V  
INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

Section 5.1. Office. The registered office and the principal office of the corporation in Florida shall be the same. The physical address of this office shall initially be 950 S. Suncoast Blvd., Units 948 & 958, South Square Plaza, Crystal River, Florida, 34429. The mailing address shall be P.O. Box 1002, Crystal River, FL 34423-1002.

Section 5.2. Name. The name of the corporation's initial Registered Agent is Meredith A. Borromeo.

Article VI  
THE BOARD OF DIRECTORS

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, determined by a majority vote of the directors then in office, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Meredith A. Borromeo	514 N. Venturi Avenue Crystal River, FL 34429

Article VII  
INDEMNIFICATION

Section 7.1. Indemnification. To the full extent permitted by the laws of the State of Florida, the corporation shall have the power to indemnify any past or present director, officer or employee who has been made or who is threatened to be made a party to, witness in, or participant in any civil or criminal law suit or any administrative, arbitratve, legislative or investigative proceedings by reason of the fact that the person is a director, officer or employee of the corporation.

Article VIII  
BYLAWS

Section 8.1. Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article IX  
INCORPORATOR

Section 9.1. Name and address. The name and street address of the incorporator of this corporation is:

Name  
Meredith A. Borromeo

Street Address  
514 N. Venturi Avenue  
Crystal River, FL 34429

Article X  
AMENDMENT

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

WITNESS the hands and seals of the subscriber this 5 day of May 1995.

*Meredith A. Borromeo*

Meredith A. Borromeo

STATE OF FLORIDA }  
                              } SS  
COUNTY OF CITRUS }

The following instrument was acknowledged before me, an office duly authorized to administer oaths and take acknowledgments, personally appeared Meredith A. Borromeo, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: personally known to me and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 8<sup>th</sup> day of May, 1995.

*M. J. Tringali*

Notary Signature

MICHAEL J. TRINGALI

Printed Notary Signature



MICHAEL J. TRINGALI  
COMMISSION # CC 411388  
EXPIRES NOV 8, 1998  
BONDED THRU  
AT AMT. BONDING CO., INC.

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statute 48.091, 607.34, the following is  
submitted:

BERIATRICS CLINICS OF AMERICA, INC., desiring to organize or qualify  
under the laws of the State of Florida hereby designates Meridath A.  
Borromeo as registered agent to accept services of process within the  
State of Florida and the address of its registered office shall be 950  
S. Suncoast Blvd., Units 948 & 958, South Square Plaza, Crystal River,  
FL 34429.

Meredith A. Borromeo

Meredith A. Borromeo

Dated: May 8, 1995

Having been named to accept services of process for the above stated  
corporation, at the place designated in this certificate, I hereby  
agree to act in this capacity, and I further agree to comply with the  
provisions of all statutes relative to the proper and complete  
performance of my duties.

Meredith A. Borromeo

Meredith A. Borromeo

Dated: May 8, 1995

FILED  
95 JUN -6 PM 1:51  
SECRET  
TELETYPE  
FEDERAL

# P95000045157

March 29, 1996

Division of Corporations  
Secretary of State  
State of Florida  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
96 APR -1 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: Articles of Amendment to Articles of Incorporation,  
Beriatrics Clinics of America, Inc.  
Document number P95000045157

400001765894  
-04/02/96--01024--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir:

In accordance with my understanding of the requirements to charter the above referenced corporation in the state of Florida, I submit the following enclosed documents:

1. Articles of Amendment to Articles of Incorporation
2. A check drawn in the amount of \$35.00, payable to the Department of State. This amount is intended to meet the fees required as follows:

a.) Filing Fee	\$ 35.00
b.) Designation of Registered Agent	0.00
c.) Certified Copy of Articles	0.00
Total	<u>\$ 35.00</u>

I trust you will find the enclosed to be in order. Thank you for your prompt attention to this matter. If additional information is required, please contact me.

Respectfully,



Meredith A. Borrromeo, President  
Post Office Box 1002  
Crystal River, FL 34423-1002  
Tel: 352-795-4527

N/c

VS APR 5 1996

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Bariatrics Clinics of America, Inc.

**FILED**  
96 APR -1 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment adopted: Article I - NAME

The name of this corporation is amended to **BARIATRIC CLINICS OF AMERICA, INC.**

**SECOND:** Date

The date of this amendment's adoption is January 2, 1996

**THIRD:** Adoption of Amendment

- ☐ The amendment was approved by the shareholders. The number of of votes cast for the amendment was sufficient for approval.
- ☐ The amendment was approved by the shareholders through voting groups. The number of votes cast for the amendment was sufficient for approval by ☐ voting group.
- ☒ The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment was adopted by the incorporators without shareholder action was not required.

Signed this 29 day of MARCH, 1996

Signature M. Borromeo

Typed or Printed Name: Meredith A. Borromeo  
Director

State of Florida  
County of Citrus

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Meredith A. Borromeo known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above named person: personally known to me and that an oath was not taken.

Witness my hand and official seal in this  
County and State last aforesaid this  
29<sup>th</sup> day of March, A.D. 1996

Michael J. Tringali  
Notary Signature

MICHAEL J. TRINGALI  
Printed Notary Signature

My Commission Number:  
My Commission Expires:



MICHAEL J. TRINGALI  
COMMISSION # CC 411388  
EXPIRES NOV 8, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.