

P96000016932

100 HAY STREET  
TALLAHASSEE, FL 32301  
904-222-0303  
904-222-0303 FAX

800-842-8006



ACCOUNT NO. : 0721000000032

REFERENCE : 054064 161599A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 21, 1996

ORDER TIME : 3:51 PM

ORDER NO. : 054064

CUSTOMER NO: 161599A

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-02/23/96--01023--024  
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CUSTOMER: Daryl B. Cramer, Esq  
DARYL B. CRAMER, P.A.

1 Clearlake Centre, Suite 201  
250 Australian Avenue  
West Palm Beach, FL 33401-5010

DOMESTIC FILING

NAME: RBJ BARIATRICS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS:

FILED  
96 FEB 23 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 23 PM 10:00  
DIVISION OF CORPORATION

SAB  
2/23/96

FILED

96 FEB 23 PM 12:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
RBJ BARIATRICS, INC.**

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

Name of Corporation

The name of this Corporation shall be RBJ BARIATRICS, INC. (the "Corporation").

**ARTICLE II**

Mailing Address

The mailing address of the Corporation is 2999 NE 191st Street, Suite 400, Aventura, Florida 33180.

**ARTICLE III**

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

## ARTICLE IV

### Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value voting common stock and One Thousand (1,000) shares of One Dollar (\$1.00) par value nonvoting common stock. The nonvoting common stock shall have identical rights to the voting common stock; provided, however, the nonvoting common stock shall have no right to vote.

## ARTICLE V

### Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

## ARTICLE VII

### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 201, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Daryl B. Cramer, Esq.

## ARTICLE VIII

### Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

RICHARD J. ROSE

2999 NE 191st Street, Suite 400  
Aventura, Florida 33180

BROOK R. ROSE

2959 NE 190th Street, Suite 204  
Aventura, Florida 33180

JEFFREY ROTHSTEIN

2955 NE 190th Street, Suite 204  
Aventura, Florida 33180

#### ARTICLE IX

##### Bylaws

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

#### 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

##### Incorporator

The name and address of the person signing these Articles is as follows:

Daryl B. Cramer  
Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
Daryl B. Cramer, Incorporator

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

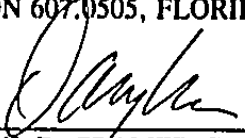
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT RBJ BARIATRICS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES  
BEING c/o DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 201, WEST  
PALM BEACH, FLORIDA 33401 HAS NAMED DARYL B. CRAMER, ESQ., LOCATED  
AT DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 201, WEST PALM  
BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
\_\_\_\_\_  
DARYL B. CRAMER, Incorporator

Dated: February 20, 1996

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
DARYL B. CRAMER, Registered Agent

Dated: February 20, 1996

FILED  
95 FEB 23 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA