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HENDRICKS & HENDRICKS

ATTORNEYS AND COUNSELLORS AT LAW

310 ALHAMBRA CHICLE

CONAL GABLES, FLORIDA 33134

(305) 445-3002

H. A. HENDRICKS (1900-1983)

D. E. HENDRICKS (1904-1978)

ROBERT A. HENDRICKS

February 21, 1996

FILED
MAR 11 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

000001726480
-02/28/96--01047--012
****122.50 ****122.50

RE: SOLUTIONS FOR SURGERY

Gentlemen:

Enclosed you will find the original and one copy of the Articles of Incorporation and the original and one copy of the Certificate Designating Place of Business for Service of Process and Naming Registered Agent in regard to the above corporation, together with our firm check payable to your order in the amount of \$122.50 representing the fees for filing, certified copy, charger tax and the registered agent.

Upon filing of the Articles, we would very much appreciate it if you would forward a certified copy of the Articles of Incorporation to this office.

Sincerely,

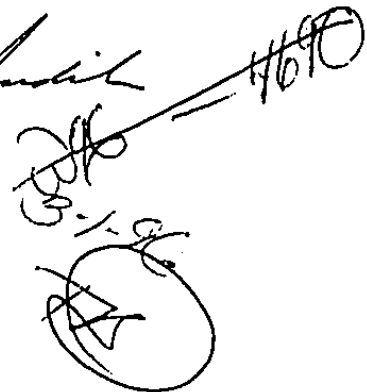
HENDRICKS & HENDRICKS

By: 

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1996

HENDRICKS & HENDRICKS
310 ALHAMBRA CIRCLE
CORAL GABLES, FL 33134

SUBJECT: SOLUTIONS FOR SURGERY
Ref. Number: W96000004690

We have received your document for SOLUTIONS FOR SURGERY and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00009220

ARTICLES OF INCORPORATION
OF
SOLUTIONS FOR SURGERY, INC.

FILED
96 APR 11 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **SOLUTIONS FOR SURGERY, INC.**

ARTICLE II

The principal office and mailing address of the corporation shall be:

SOLUTIONS FOR SURGERY, INC.
310 Alhambra Circle
Coral Gables, FL. 33134

ARTICLE III

The general purposes for which the corporation is organized are as follows:

A. To manufacture, purchase or otherwise acquire and own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, and to invest in goods, wares, merchandise, real and personal property and services.

B. Generally to make and perform contracts of any kind and description, and for the purposes of attaining any of the objects of the corporation, to do and perform any other acts or things, including the transaction of any and all lawful business

for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI


The name and street address of the initial officers, incorporators and directors who shall hold office the first year of the corporation's existence or until his successor is elected is:

LYNNE HENDRICKS
310 Alhambra Circle
Coral Gables, FL 33134

SUSAN LORD
310 Alhambra Circle
Coral Gables, Florida 33134

The undersigned incorporator has executed these Articles of Incorporation this Feb 20, 1996.


LYNNE HENDRICKS


SUSAN LORD

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
MAR 11 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SOLUTIONS FOR SURGERY, INC.
2. The name and address of the registered agent and office is:

ROBERT A. HENDRICKS, ESQ.
310 Alhambra Circle
Coral Gables, Florida 33134

SIGNATURE
TITLE

Susan Lord
Director

SIGNATURE
TITLE

Robert A. Hendricks
Director

DATE

Feb 20, 1996

HAVING BEEN NAMED 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 AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE

Robert A. Hendricks

DATE

Feb 20, 1996