

1201 HAYS STREET  
WEST PALM BEACH, FL 33411-2007  
TEL: 561-833-1111 FAX: 561-833-1112  
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P96000073615



PROFESSIONAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 073836 161599A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 4, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 073836

CUSTOMER NO: 161599A

CUSTOMER: Daryl B. Cramer, Esq  
DARYL B. CRAMER, P.A.

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

200001938152  
09/04/96-010177-024  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: BOCA BARIATRICS GROUP, INC.

EFFECTIVE DATE:

XX 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: W. Charles Earnest

EXAMINER'S INITIALS:

W12.  
W96-18458

FILED  
STATE OF FLORIDA  
96 SEP -4 PM 1:23

RECEIVED  
DIVISION OF CORPORATION  
96 SEP -4 AM 10:47  
W12/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

RECEIVED  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -4 PM 1:33

September 4, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: BOCA BARIATRICS GROUP, INC.  
Ref. Number: W96000018458

**RESUBMIT**

Please give original  
submission date as file date

We have received your document for BOCA BARIATRICS GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 496A00041395

RECEIVED  
96 SEP -5 AM 10:55  
DIVISION OF CORPORATIONS

FILED  
CLERK OF THE STATE  
OF FLORIDA  
95 SEP -1 PM 1:33

**ARTICLES OF INCORPORATION  
OF  
BOCA BARIATRICS GROUP, 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 BOCA BARIATRICS GROUP, INC. (the "Corporation").

**ARTICLE II**

**Mailing Address**

The mailing address of the Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, Suite 201, 250 Australian Avenue South, West Palm Beach, Florida 33401-5010.

**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 common stock.

## 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, Suite 201, 250 Australian Avenue South, West Palm Beach, Florida 33401-5010, 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 two (2) 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:

BROOK R. ROSE

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

FLORENCE FRIEDBERG

One Clearlake Centre, Suite 201  
250 Australian Avenue South  
West Palm Beach, Florida 33401-5010

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeat 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.

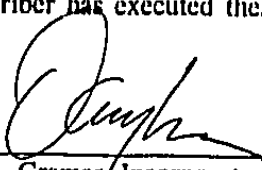
ARTICLE XI

Incorporator

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

Daryl B. Cramer, Esq.  
Daryl B. Cramer, P.A.  
One Clearlake Centre, Suite 201  
250 Australian Avenue South  
West Palm Beach, Florida 33401-5010

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of September, 1996.

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

STATE  
OF  
SEP 11 1996

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

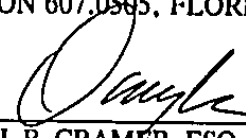
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BOCA BARIATRICS GROUP, 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, 250 AUSTRALIAN AVENUE SOUTH, WEST PALM BEACH, FLORIDA 33401-5010 HAS NAMED DARYL B. CRAMER, ESQ., LOCATED AT DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 201, 250 AUSTRALIAN AVENUE SOUTH, WEST PALM BEACH, FLORIDA 33401-5010, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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

Dated: September 3, 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, ESQ., Registered Agent

Dated: September 3, 1996