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9/16/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: MINIMALLY INVASIVE SURGERY INSTITUTE, INC.
AUDIT NUMBER.....H96000012909
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1996

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: MINIMALLY INVASIVE SURGERY INTITUTE, INC.
REF: H96000019494

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000012909
Letter Number: 496A00042974

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26 SEP 17 1980

**ARTICLES OF INCORPORATION
OF
MINIMALLY INVASIVE SURGERY INSTITUTE, Inc.**

The undersigned subscriber(s) to these Articles of Incorporation, the natural persons which are competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME OF THE CORPORATION**

The name of this corporation shall be:

MINIMALLY INVASIVE SURGERY INSTITUTE, Inc.

**ARTICLE II
PURPOSES/NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: Any activity and/or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK OF CORPORATION**

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having no par value per share. The amount to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00). In all events, the corporation may be paid in dollars, goods or services.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

Prepared by:
Rebeca F. Yaker, Esq.
Florida Bar No. 989037
19501 E. Country Club Dr., #405
Aventura, Florida 33180
(305) 358-1500

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ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than Ten Dollars (\$10.00).

ARTICLE VI
ADDRESS OF CORPORATION

The initial address of the principal place of business of this corporation in the State of Florida is:

9840 Sheridan Street, #305
Pembroke Pines, FL 33024

The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

ARTICLE VII
SUBSCRIBER(S) OF THE CORPORATION

The name and street address of the subscriber(s) of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Simon Weiss	9840 Sheridan St. #305 Pembroke Pines, FL 33024

ARTICLE VIII
DIRECTOR(S) OF THE CORPORATION

This corporation shall have not less than one director. The names and street addresses of the first members of the Board of Directors of this corporation, who, subject to this Articles of Incorporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, is/are:

<u>Name</u>	<u>Address</u>
Simon Weiss	9840 Sheridan St. #305 Pembroke Pines, FL 33024

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ARTICLE IX
AUTHORITY OF DIRECTOR(S)

The first member(s) of the Board of Directors of this corporation shall be SIMON WEISS, acting in the capacity as Director of the corporation, and shall have power and authority to sign and execute any: contract(s), agreement(s), pledge(s), draft(s) and/or any instrument(s) with such third-parties to obligate and compel Minimally Invasive Surgery Institute, Inc. to perform according to the terms and conditions of such agreement.

ARTICLE X
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine the time, place, manner, under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right to inspect any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI
INDEMNIFICATION OF OFFICER(S) AND/OR DIRECTORS(S)

Every Officer and Director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including but not limited to attorneys' fees, court costs and expenses reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an Officer or Director of the corporation; and whether or not he/she is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer(s) may be entitled.

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ARTICLE XII
AMENDMENT(S) AND/OR MODIFICATION(S)

These Articles of Incorporation may be amended, modified and/or changed in the manner provided for in the By-Laws of this corporation.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the said corporation shall be the following and the registered office shall be located at:

SIMON WEISS
9840 Sheridan St. #305
Pembroke Pines, FL 33024

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

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**ACKNOWLEDGMENT OF
ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of its duties.

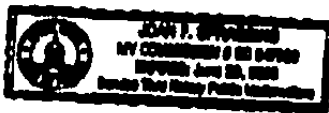
Registered Agent
Print Name: SIMON WEISS

STATE OF FLORIDA
COUNTY OF DADE

99

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared ~~SAUCRETT, JAMES~~ who acknowledges to having executed the foregoing instrument and (✓) who is personally known to me and/or () who has produced identification and who did take an oath. _____ as

Witness my hand and seal in the County and State last
aforesaid on: September 10th, 1996.




John T. Maggini
Notary Public
State of Florida

My commission expires:

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IN WITNESS WHEREOF, I have set our hands/seals at Miami,
Dade County, Florida on: September 12, 1996


Simon Weiss
Subscriber

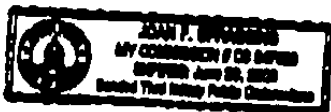
STATE OF FLORIDA

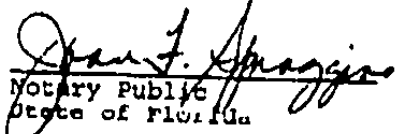
COUNTY OF DADE

SS

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and take acknowledgments, personally appeared
Simon Weiss who acknowledges to having
executed the foregoing instrument and () who is personally
known to me and/or () who has produced _____ as
identification and who did take an oath.

Witness my hand and seal in the County and State last
aforesaid on: September 10th, 1996.




Joan F. Maggini
Notary Public
State of Florida

My commission expires:

FILED
96 SEP 17 PM 12:02
STATE
CLERK
DADE COUNTY
FLORIDA

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