

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000089475



PREMIER
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 137775 161599A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 30, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 137775-005

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

FILED
95 OCT 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400001990824-1-9
-10/30/96-01080-011
****122.50 ****122.50

DOMESTIC FILING

NAME: SOUTH MIAMI BARIATRICS
GROUP, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED
96 OCT 30 PM 12:11
DIVISION OF CORPORATION
KR
10.30.96

FILED
95 OCT 30 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH MIAMI 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 SOUTH MIAMI 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 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, 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 27th day of October, 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

FILED
26 OCT 30 PM 3:16
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

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

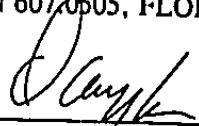
THAT SOUTH MIAMI BARIATRICS GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES BEING c/o DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 201, 250 AUSTRALIAN AVENUE SOUTH, WEST PALM BEACH, FLORIDA 33401-5010 HAS NAMED DARYL B. CRAMER, 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: October 29, 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: October 29, 1996