

BLANK ROME COMISKY & McCAULEY LLP

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January 29, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
98 JAN 30 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Advanced Endoscopic Specialists, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 for filing of the Articles.

Thank you.

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-01/30/98-01068-008
****122.50 ****122.50

Sincerely,


ROGER C. STANTON

Enclosures

F. CHESSER FEB 3 1998

**ARTICLES OF INCORPORATION
OF**

ADVANCED ENDOSCOPIC SPECIALISTS, INC.

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Advanced Endoscopic Specialists, Inc. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, \$1.00 par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Fort Lauderdale, Florida, and its mailing address shall be:

509 Oleander Lane
Delray Beach, Florida 33483

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

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BRCMC, Inc.
c/o Blank Rome Comisky & McCauley LLP
1200 N. Federal Highway - Suite 309
Boca Raton, Florida 33432

ARTICLE VIII

The names and street addressees of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter A. Schultz President, Director	509 Oleander Lane Delray Beach, Florida 33483
Carmelita Jorge-Schultz Secretary, Director	509 Oleander Lane Delray Beach, Florida 33483

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The name and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter A. Schultz	509 Oleander Lane Delray Beach, Florida 33483

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of January, 1998.

INCORPORATOR

Peter A. Schultz
Peter A. Schultz

STATE OF FLORIDA

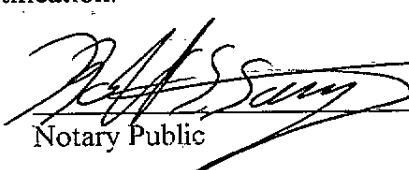
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) SS

COUNTY OF PALM BEACH

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The foregoing instrument was acknowledged before me this 21st day of January, 1998 by Peter A. Schultz who is personally known to me or who has produced _____ as identification.


Notary Public



ROBERT S SARAGA
My Commission CC537215
Expires Apr. 29, 2000

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

Pursuant to the provisions of Section 607.0501, 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 Advanced Endoscopic Specialists, Inc.
2. The name and address of the registered agent and office is:

BRCMC, Inc.
c/o Blank Rome Comisky & McCauley LLP
1200 N. Federal Highway - Suite 309
Boca Raton, Florida 33432

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Michael H. Leeds, Vice President

Dated: 1/10/98

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