

STUART S. ROSENTHAL, P.A.

ATTORNEY AT LAW
Admitted to FL and CO Bars

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 3, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: **SURGICAL INSTITUTE FOR WEIGHT CONTROL, P.A.**
Our File No. 98-33-7514

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check made payable to the Secretary of State, in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50), which represents the filing fee and the fee for returning one certified copy of the said Articles of Incorporation to this office.

I trust the foregoing is satisfactory. If you have any questions pertaining thereto, please do not hesitate to contact me.

Very truly yours,

B.A. Callahan

BONNIE A. CALLAHAN
Legal Assistant to
STUART S. ROSENTHAL

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SURGICAL INSTITUTE FOR WEIGHT CONTROL, P.A.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is SURGICAL INSTITUTE FOR WEIGHT CONTROL, P.A.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: bariatric surgery

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either along or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of

specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually, unless sooner dissolved according to law.

ARTICLE VI ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 4900 West Oakland Park Boulevard, Lauderdale Lakes, FL 33313.

The Board of Directors, may from time to time, move the principal office to any other address in Florida.

ARTICLE VII DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one. If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

ARTICLE VIII INITIAL DIRECTORS AND RESIDENT AGENT

The names and post office address of the members of the first Board of Directors are:

NAME	ADDRESS
CARLOS CARRASQUILLA, M.D.	4900 West Oakland Park Boulevard Lauderdale Lakes, FL 33313

The name and street address of the initial Registered Agent is: _____

NAME	ADDRESS
STUART S. ROSENTHAL, ESQ.	404 East Atlantic Boulevard, #101 Pompano Beach, FL 33060

ARTICLE IX SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is: _____

NAME	ADDRESS
CARLOS CARRASQUILLA, M.D.	4900 West Oakland Park Boulevard Lauderdale Lakes, FL 33313

ARTICLE X VOTING TRUSTS

No Shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE XI CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Directors with respect to his or her shares of stock multiplied by the number of Directors to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE XII CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any

Directors of this corporation is interested in, or is a Director or officer of, such other corporation, and may be interested in, any contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself, herself or any firm, association or corporation in which he or she may be in any way interested.

ARTICLE XIII REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

ARTICLE XIV RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the Shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his or her shares therein except to another individual who is eligible to be a Shareholder of this corporation. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the Shareholders.

ARTICLE XV ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any

person, firm or corporation to carry on any business which this corporation has the directors incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive rights to purchase or subscribe to any new issues of any type of stock of this corporation, and no Shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer or otherwise dispose of his or her shares, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:


- (1) a pension plan,
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XVI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber, have executed

these Articles of Incorporation this 1 day of June, 1998.

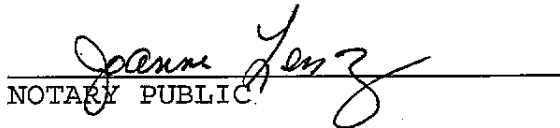

CARLOS CARRASQUILLA, M.D.

STATE OF FLORIDA)

COUNTY OF BROWARD)



The foregoing instrument was acknowledged before me this 1 day of June, 1998 by CARLOS CARRASQUILLA, M.D., who is personally known to me.


NOTARY PUBLIC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

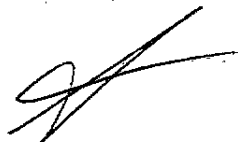
* * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That SURGICAL INSTITUTE FOR WEIGHT CONTROL, P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pompano Beach, County of Broward, and State of Florida, has named STUART S. ROSENTHAL, ESQUIRE, located at 404 East Atlantic Boulevard, Suite 101 Pompano Beach, FL 33060, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



STUART S. ROSENTHAL, ESQUIRE

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