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ATTORNEY AT LAW



LAW OFFICES OF MITCHELL A. FELDMAN, P.A.

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Tampa, Florida 33601-0872

Please Reply to Main Office

January 22, 1999

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

500002758235--7  
-01/29/99--01027--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

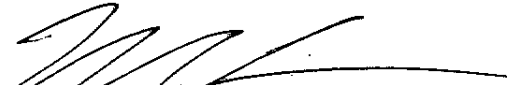
RE: AVENTURA SURGICAL GROUP, INC.

Dear Sir/Madam:

Please find an original and one copy of the Articles of Incorporation and Registered Agent with our check of \$78.75 for filing the above captioned proposed corporation.

Thank you for your cooperation in this matter.

Sincerely,  
The Law Offices of Mitchell A. Feldman, P.A.

  
Elmer Mercado  
Legal Assistant

enc.

FILED  
99 JAN 29 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-2/2/99

**ARTICLES OF INCORPORATION  
OF  
AVENTURA SURGICAL GROUP, INC.**

**FILED**  
99 JAN 29 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1. NAME**

The name of the corporation is: AVENTURA SURGICAL GROUP, INC.

**ARTICLE 2. DURATION**

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE 3. PURPOSE**

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 4. CAPITAL STOCK**

The corporation is authorized to issue Five Hundred Thousand ( 500,000) of \$.01 par value shares which shall be designated as common shares.

**ARTICLE 5. REGISTERED AGENT AND OFFICE**

The corporation's initial Registered Agent and Registered Office in the state of Florida is:

Initial Registered Agent:      EDWARD L. WIENER

Initial Registered Office:      21110 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

**ARTICLE 6. MAILING ADDRESS**

The corporation's principle office and mailing address is:

Principle Office:      21110 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

Mailing Address:      21110 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

#### **ARTICLE 7. DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is One.

The number of Directors may be either increased or decreased from time to time by amendments to the Bylaws, but shall never be less than the number of the initial Board of Directors. The name of the initial Director is:

Name: EDWARD L. WIENER

Address: 622 Golden Beach Drive, Golden, Florida 33160

#### **ARTICLE 8. INCORPORATORS**

The name and address of the incorporator executing these Articles of Incorporation is:

Name: EDWARD L. WIENER

Address: 21110 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

#### **ARTICLE 9. BYLAWS**

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than one hundred twenty (120) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by affirmative vote of fifty one percent of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

#### **ARTICLE 10. INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former Officer or Director to the

full extent permitted by law.

### ARTICLE 11. CORPORATE POWERS

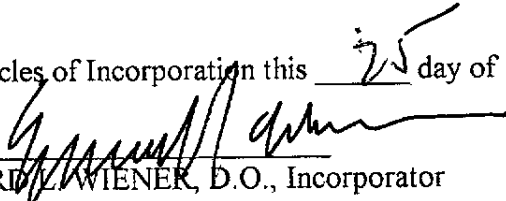
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

### ARTICLE 12. CUMULATIVE VOTING

At each election of Directors, every Stockholder entitled to vote shall have the rights to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

### ARTICLE 13. CONFERENCE TELEPHONE

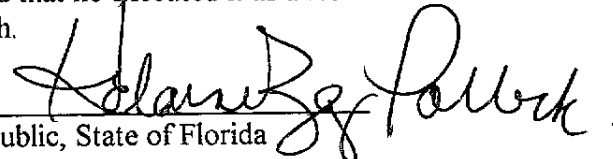
The members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

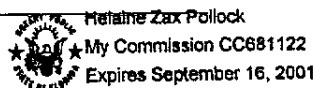
The undersigned incorporator has executed these Articles of Incorporation this 25 day of January 1999.  
  
EDWARD L. WIENER, D.O., Incorporator

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF DADE       )

On this the 25 day of Jan, 1999, before me the undersigned Notary Public of the State of Florida personally appeared EDWARD L. WIENER, who is personally known to me or has shown proper I.D. \_\_\_\_\_, whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed it as a free act and deed for the purposes therein expressed and did take an oath.

My commission expires:

  
Notary Public, State of Florida  
Name of Notary \_\_\_\_\_  
Commission No. \_\_\_\_\_



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

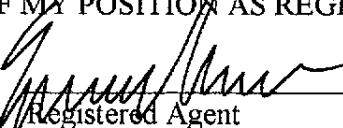
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AVENTURA SURGICAL GROUP, INC.
2. The name and address of the registered agent and office is:

EDWARD L. WIENER  
21110 Biscayne Boulevard, Suite 400,  
Aventura, Florida 33180

FILED  
99 JAN 29 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

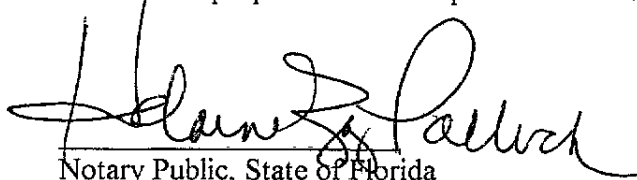
  
Registered Agent      Date: 1/25/99

STATE OF FLORIDA      )  
   ) ss:  
COUNTY OF DADE      )

On this the 25 day of Jan, 1999, before me, the undersigned Notary Public of the State of Florida personally appeared EDWARD L. WIENER, who is personally known to me or has shown proper I.D., whose name is subscribed to the within instrument, and he acknowledged that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires:

 Helaine Zax Pollock  
My Commission CC681122  
Expires September 16, 2001

  
Notary Public, State of Florida  
Name of Notary  
Commission No. CC681122  
Expires September 16, 2001

Helaine Zax Pollock