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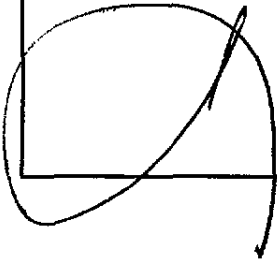
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TALLAHASSEE, FLORIDA

JOHN C. KACZMAREK, P.A.
ATTORNEY AT LAW
370 W. CAMINO GARDENS BOULEVARD
SUITE 200-B
BOCA RATON, FLORIDA 33432

TELEPHONE: (561) 388-6609

FAX: (561) 394-2970

April 12, 2006

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

Re: Dr. Porcaro's Hair Restoration and Cosmetic Surgery Center, P.A.

Gentlemen:

Enclosed herewith please find the original and one copy of the Certificate of Articles of Incorporation, including the Certificate of Designated Resident Agent, for Dr. Porcaro's Hair Restoration and Cosmetic Surgery Center, P.A..

A check payable to Florida Department of State in the amount of \$78.75 is enclosed to cover the following:

1. Filing Fee	\$35.00
2. Certified copy of Certificate of Articles	8.75
3. Resident Agent Certificate	<u>35.00</u>

TOTAL \$78.75

Please return the Certified Copy of the Articles of Incorporation to the undersigned at the above address.

If you should have any questions, please do not hesitate to contact me.

Very truly your,



John C. Kaczmarek, P.A.

JCK/jp
enclosures

CERTIFICATE OF ARTICLES OF INCORPORATION

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of Chapter 621, Florida Statutes, for the formation, liability, rights, privileges and immunities of a professional service corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **Dr. Porcaro's Hair Restoration and Cosmetic Surgery Center, P.A.**; and the principal office is located at 419 Tamarind Drive, Hallandale Beach, Florida 33009.

ARTICLE II

This corporation may engage in any activity of the business of rendering the same professional services to the public that a physician, duly licensed and permitted under the laws of the United States and of this State, 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 therein.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the forgoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

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

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: 1,000 shares at 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

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others).

ARTICLE V

The term for which this corporation shall exist is perpetual.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE VI

The initial registered office of this corporation shall be located at 419 Tamarind Drive, Hallandale Beach, Florida 33009, and the initial registered agent shall be John Porcaro, M.D.

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the after named Board of Directors.

NAME AND ADDRESS	OFFICE(S)
John Porcaro, M.D. 419 Tamarind Drive Hallandale Beach, Florida 33009	President, Secretary, Treasurer Director

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

NAME	ADDRESS
John Porcaro, M.D.	419 Tamarind Drive Hallandale Beach, Florida 33009

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The name and place of residence of each incorporator of this corporation and the amount of shares of stock subscribed for are as follows:

NAME & ADDRESS	NO. OF SHARES
John Porcaro, M.D. 419 Tamarind Drive Hallandale Beach, Florida 33009	-10-

ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

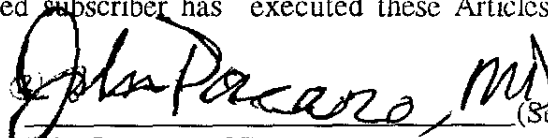
ARTICLE XII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors, or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors, or officers of the corporation, except in relation to matters as to which any director, or officer or former director, or officer shall be adjudged in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of his/her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of shareholders or otherwise.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this ⁽¹¹⁾ 12 day of April, 2006.

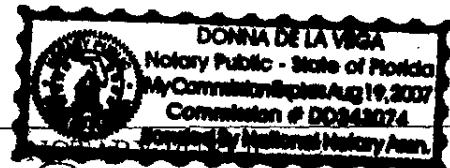

John Porcaro, M.D. (Seal)

STATE OF FLORIDA
COUNTY OF BROWARD

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TALLAHASSEE, FLORIDA

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, John Porcaro, M.D., to me known to be the person described in and who executed the above and foregoing proposed charter, and he acknowledged that he executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Hallandale Beach, Florida, County of Broward, this ⁽⁶⁾ 12 day of April, 2006.



My Commission Expires: 8-19-07

(9)

WITNESS #2:
Michelle Powers
Michelle Powers

Donna De La Vega
(Notary Impression Seal)

(10)

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 **Dr. Porcaro's Hair Restoration and Cosmetic Surgery Center, P.A.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Hallandale Beach, County of Broward, State of Florida, has named John Porcaro, M.D. located at 419 Tamarind Drive, in the City of Hallandale Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: *John Porcaro, MD*
John Porcaro, M.D., (Resident Agent)