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SANDRA P. GREENBLATT, P.A.  
EMERALD LAKE CORPORATE PARK  
3109 STIRLING ROAD  
SUITE 101  
FORT LAUDERDALE, FL 33312-6526

TELEPHONE: (954) 967-0440  
FACSIMILE: (954) 967-0029

SANDRA P. GREENBLATT  
BOARD CERTIFIED HEALTH LAW ATTORNEY

November 7, 1996

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

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-11/13/96--01076--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **JDE PlasNet, Inc.**

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for JDE PlasNet, Inc. Enclosed, as well, is our \$122.50 check for the following:

Certified Copy	\$ 52.50
Registered Agent Designation	35.00
Filing Fees	<u>35.00</u>
TOTAL	\$122.50

Upon your receipt and filing of the documents, please send me, at the address stated below on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,

  
Sandra P. Greenblatt

Enclosures

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**ARTICLES OF INCORPORATION**

**OF**

**JDE PlasNet, Inc.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I**

Name

The name of the Corporation is JDE PlasNet, Inc.

**ARTICLE II**

Duration

The term of existence of the Corporation is perpetual.

**ARTICLE III**

Nature of Business

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in the ownership and operation of a plastic surgery provider network, and other managed care activities; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**  
**Capital Stock**

The aggregate number of shares which the Corporation has authority to issue is Ten Thousand (10,000), all of which shall be common stock having a par value of One DOLLAR (\$1.00) per share.

**ARTICLE V**  
**Preemptive Rights Granted**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI**  
**Registered Office**

The street address of the initial registered office of the Corporation is:

3109 Stirling Road  
Suite 101  
Fort Lauderdale, FL 33312-6558

The name of the registered agent at such address is:

Sandra P. Greenblatt, Esq.

**ARTICLE VII**  
**Principal Office**

The initial street address of the principal office of the Corporation in the State of Florida is:

2845 Aventura Blvd.  
Suite 114  
Aventura, FL 33180

**ARTICLE VIII**  
Directors

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the member(s) of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Jay D. Ellenby, M.D.	2845 Aventura Blvd, Suite 114 Aventura, FL 33180

**ARTICLE IX**  
Incorporator

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Sandra P. Greenblatt, Esq.	3109 Stirling Road, Suite 101 Fort Lauderdale, FL 33312

**ARTICLE X**  
Indemnification

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XI**  
Reimbursement for Organizational and Certain  
Other Preincorporation Expenses: Adoption of Contracts

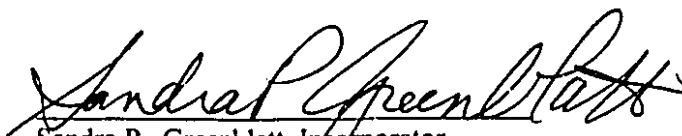
The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior

to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII**  
**Right to Amend Articles of Incorporation**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.


7<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of Nov, 1996.

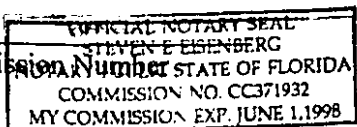
  
Sandra P. Greenblatt, Incorporator

STATE OF FLORIDA     )  
  )SS  
COUNTY OF BROWARD )

BEFORE ME, personally appeared Sandra P. Greenblatt to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed and who produced his/her Florida Driver's License as proof of identity.

Witness my hand and official seal this 7<sup>th</sup> day of November, 1996, in the aforesaid County and State.

My Commission Expires: \_\_\_\_\_  
Notary Public 

Commission Number \_\_\_\_\_  


Steven Eisenberg  
Printed Name of Notary

**CERTIFICATION OF DESIGNATION  
OF  
REGISTERED AGENT / REGISTERED OFFICE**

FILED

96 NOV 12 AM 9:21

STATE  
OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

JDE PLASNET, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED IN 2845 AVENTURA BLVD, SUITE 114, AVENTURA,  
FLORIDA, 33180, HAS NAMED SANDRA P. GREENBLATT, ESQ, LOCATED  
IN 3109 STIRLING ROAD, SUITE 101, FT. LAUDERDALE, FLORIDA, 33312  
AS AGENT TO ACCEPT SERVICE OF PROCESS.

SIGNATURE:

*Sandra P. Greenblatt*

TITLE:

Sandra P. Greenblatt, Incorporator

DATE:

*Nov 7<sup>th</sup>*, 1996

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 AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

*Sandra P. Greenblatt*  
Sandra P. Greenblatt, Registered Agent

DATE:

*Nov 7*, 1996