

GREENBERG
ATTORNEYS AT LAW
TRAURIG

P98000081242
September 15, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 2:39

Via Federal Express

Florida Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

Re: Rand Laser Center Corp.

300002640773--1
-09/16/98--01043--014
****122.50 ****122.50

EFFECTIVE DATE
9-14-98

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee:	\$35.00
Registered Agent Filing Fee:	\$35.00
Certified Copy	<u>\$52.50</u>

Total: \$122.50

Please return the certified copy to the attention of the undersigned.

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

Very truly yours,

Beth Gdanski

Beth Gdanski
Legal Assistant

Enclosures

WPB/GDANSKIB/197831/48nb011.DOC/9/15/98/26936.010000

EFFECTIVE DATE
9-14-98

**ARTICLES OF INCORPORATION
OF
RAND LASER CENTER CORP.**

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ARTICLE I - NAME

The name of this corporation is Rand Laser Center Corp. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

5 West Sample Road
Pompano Beach, FL 33064

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on September 14, 1998.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

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

William J. Rand, M.D.
5 West Sample Road
Pompano Beach, FL 33064

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

William J. Rand, M.D.
5 West Sample Road
Pompano Beach, FL 33064

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial sole director of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William J. Rand, M.D.	5 West Sample Road Pompano Beach, FL 33064

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of September, 1998.



William J. Rand, M.D., Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 14 day of September, 1998.



William J. Rand, M.D., Registered Agent

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