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Law Office of
Frank Brady, P.A.
370 W. Camino Gardens Blvd.
Suite 336 - 337
Boca Raton, FL 33432

FILED
96 APR 15 PM 3:32

SECRETARY OF STATE
1/2/96 (407) 330-9256A
P&K (407) 330-9024

April 11, 1996

Frank R. Brady
Also Admitted to New Jersey Bar

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

600001781816
-04/16/96--01048--009

Re: Formation of Advanced Medical Hair Centers, Ltd.***140.00 ***140.00

Gentlemen:

Enclosed are the original and one copy of the Certificate of Formation of Limited Partnership for Advanced Medical Hair Centers, Ltd., together with an affidavit of capital contributions and registered agent appointment. Also enclosed is a check in the amount of \$140.00 to cover the formation, certified copy and registered agent fees. Please file the original certificate and return a certified copy to me at your earliest convenience.

Very truly yours,

FRANK BRADY, P.A.

By: Frank R. Brady
Frank R. Brady, Esq.

FRB/jb
enclosures

Name Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W P. Verifier	KWM

4-15

CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

FILED

The undersigned, desiring to form a limited partnership under and pursuant to the Florida Revised Uniform Limited Partnership Act (1986) (constituting §§620.101 et seq.) and other applicable laws of the State of Florida, heroby certify as follows:

APR 15 1996
TALLAHASSEE
STATE OF FLORIDA

1. Name of Limited Partnership. The name under which this Limited Partnership will operate and conduct its business is **ADVANCED MEDICAL HAIR CENTERS, LTD.**

2. Office for Maintenance of Business Records. The address of the office at which the official records of the Limited Partnership shall be kept, as required by §620.106, Florida Statutes, is 370 Camino Gardens Blvd., Suite 336, Boca Raton, Florida 33432.

3. Agent for Service of Process. The name and address of the Limited Partnership's registered office and agent to accept service of process in the State of Florida is:

Frank R. Brady, Esq.
Frank Brady, P.A.
370 Camino Gardens Blvd., Suite 336
Boca Raton, Florida 33432

4. Names and Addresses of General Partner. The name and business address of each general partner of the Limited Partnership is as follows:

<u>Name</u>	<u>Business Address</u>
GERARD D. GRAU	540 N.E. 8th Street Fort Lauderdale, FL 33304

5. Mailing Address of Partnership. The mailing address of the Limited Partnership is:

ADVANCED MEDICAL HAIR CENTERS, LTD.
540 N.E. 8th Street
Fort Lauderdale, FL 33304

6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is March 31, 2036.

7. Effective Date. This certificate will become effective, and the Limited Partnership will be formed, on the date of filing of this Certificate with the Secretary of State.

IN WITNESS WHEREOF, the undersigned general partner of the Limited Partnership has hereunto set his hand this 10th day of April, 1996.

Advanced Medical Hair Centers, Ltd.
By: [Signature]
Authorized Officer

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Registered Office or Domicile for the Service of Process Within This State and Naming Agent Upon Whom Process May be Served.

The following is submitted in compliance with §620.105, Florida Statutes:

ADVANCED MEDICAL HAIR CENTERS, LTD. is a limited partnership organized under the laws of the State of Florida, with its registered office located at 370 Camino Gardens Blvd., Suite 336 Boca Raton, County of Palm Beach, State of Florida 33432, and has named Frank R. Brady, Esq. as its registered agent to accept service of process within this State at the office specified in his acceptance below.

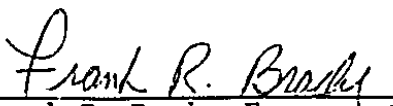
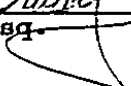
Advanced Medical Hair Centers, Ltd.

By: 

Authorized Officer

ACCEPTANCE:

I hereby agree, as Registered Agent for ADVANCED MEDICAL HAIR CENTERS, LTD., to accept Service of Process; to keep my office at 370 Camino Gardens Blvd., Suite 336 Boca Raton, FL 33432 open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in said office as required by law.


Frank R. Brady, Esq.
Registered Agent 

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the general partners of ADVANCED MEDICAL HAIR CENTERS, LTD. (hereinafter referred to as the "Limited Partnership"), hereby declare that the capital contributions of all limited partners and general partners of the Limited Partnership are as follows:

1. Contributions of General Partners. The general partners of the Limited Partnership have made capital contributions in the form of either cash, tangible or intangible personal property or real property in the following amounts:

Gerard D. Grau	\$10.00
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It is anticipated that the general partners listed below will make additional capital contributions, in the form of either cash, tangible or intangible personal property, or real property, in the following amounts:

Gerard D. Grau	\$0.00
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2. Contributions of Limited Partners. The limited partners have made capital contributions to the Limited Partnership, in the form of either cash, tangible or intangible personal property or real property, in the following amounts:

Richard Betancourt	\$ 10.00
Fred Harris	\$ 10.00
Mario Stefan	\$ 10.00
Gerard D. Grau	\$4,250.00

It is anticipated that the limited partners listed below will make additional capital contributions to the Limited Partnership in the future in the following amounts:

Richard Betancourt	\$ 0.00
Fred Harris	\$ 0.00
Mario Stefan, M.D.	\$ 0.00
Gerard D. Grau, M.D.	\$ 0.00

IN WITNESS WHEREOF, the undersigned has hereunto set his hand in

the name and on behalf of Advanced Medical Hair Centers, Ltd. this
_____ day of April, 1996.

Advanced Medical Hair Centers, Ltd.

By: *[Signature]*
Authorized Officer

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

Sworn and subscribed to by GERARD D. GRAU, who personally appeared before me at the time of this notarization and did (x) or did not () take an oath or make an affirmation (x), and acknowledged to me that he is the authorized officer and ~~_____~~ general partner of Advanced Medical Hair Centers, Ltd., and that he did sign the foregoing affidavit of capital contribution for the purposes therein set forth, all on this 10th day of April, 1996.

[notary seal]

Frank R. Brady
Notary Public

Commissioned Name:
Commission Number:



Frank R. Brady
MY COMMISSION # CC490396 EXPIRES
August 21, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Personally known to notary OR produced identification _____.
Type of identification produced: _____.

A9600000758

Port Charlotte, Florida 33952

(941) 629-3997
FAX (941) 629-1274

October 30, 1996

REAL ESTATE

FILED
96 NOV -1 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

800001994508--0
-11/01/96--01102--010
****105.00 ****105.00

RE: ADVANCED MEDICAL HAIR CENTERS, LTD.
Our File No. 96-167-G

Dear Sir/Madam:

Enclosed please find the Certificate of Cancellation for the above referenced limited partnership, along with a copy of same for certification.

Also enclosed please find my check in the amount of \$105.00 to cover the cost of the filing fee and certified copy.

Please forward the certified copy to the above address.

Thank you for your attention to this matter and if you should have any questions, please do not hesitate to contact my office.

Very truly yours,

J. Steven Gribble

J. Steven Gribble

JSG/lmk
Encl.

A96-758

Name Availability	<i>AR-11-11</i>
Document Examiner	<i>AR</i>
Updater	<i>AR</i>
Updater Verifyer	<i>AR</i>
Acknowledgement	<i>AR</i>
W. P. Verifyer	<i>AR</i>

**CERTIFICATE OF CANCELLATION
FOR**

ADVANCED MEDICAL HAIR CENTERS, LTD.

(insert name currently on file with Florida Dept. of State)

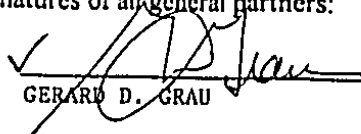
Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on April 15, 1996, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

TO CHANGE FROM LIMITED PARTNERSHIP TO CORPORATION

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:


GERARD D. GRAU

FILED
96 NOV -1 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA