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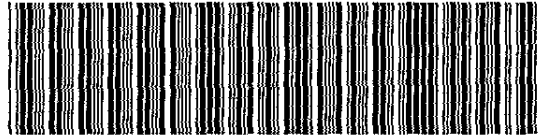
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FILED
06 MAR 27 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Print: A. H. H. C

E. Roberts MAR 28 2006

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March 2, 2006

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

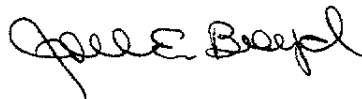
Re: Winter Park Plastic Surgery, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Winter Park Plastic Surgery, Inc., together with a check number 1216 for \$78.75 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$8.75 certified copy fee.

Once the Amended and Restated Articles of Incorporation have been filed, please forward the certified copy to the undersigned at the address above indicated.

Very truly yours,



JOEL E. BOYD

JEB/lc
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINTER PARK PLASTIC SURGERY, INC.**

FILED
06 MAR 27 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be J. BARRY BOYD, M.D., P.A. The principal office and mailing address for this corporation shall be 132 Benmore Drive, Winter Park, Florida 32792.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the

corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE IV - REGISTERED AGENT

The Registered Agent of this corporation shall be J. BARRY BOYD, M.D., whose business office address is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this corporation shall be 132 Benmore Drive, Winter Park, Florida 32792.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII - BOARD OF DIRECTORS

A. The number of Directors of this corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street address of the member of the Board of Directors to hold office until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
J. BARRY BOYD, M.D.	132 Benmore Drive Winter Park, Florida 32792

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be a doctor of medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a doctor of medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned corporation has executed these Amended and Restated Articles of Incorporation at Orlando, Florida, this 28 day of February, 2006.

WINTER PARK PLASTIC SURGERY, INC.

By: [Signature]
J. BARRY BOYD, M.D., President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

[Signature]
J. BARRY BOYD, M.D.

Date: 2/28, 2006

**OFFICER S CERTIFICATE
TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF WINTER PARK PLASTIC SURGERY, INC.**

I, J. BARRY BOYD, M.D., being the duly elected, qualified and acting President of WINTER PARK PLASTIC SURGERY, INC., a Florida corporation (hereinafter referred to as the Corporation), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 28 day of February, 2006.



J. BARRY BOYD, M.D., President