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HOLLAND & KNIGHT

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Division of Corporations

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Florida Department of State
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SELLERS

AUG 12 2008

To:

Division of Corporations
Fax Number : (850) 617-6380

EXAMINER

From:

Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 229-0134

MERGER OR SHARE EXCHANGE

ISIS Medical Management, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$58.75

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**CERTIFICATE OF MERGER
BETWEEN
ISIS COSMETIC MEDICAL CENTER LLC,
A FLORIDA LIMITED LIABILITY COMPANY
AND
ISIS MEDICAL MANAGEMENT, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.4382 of the Florida Statutes, **ISIS COSMETIC MEDICAL CENTER LLC**, a Florida limited liability company (the "**Merging Entity**"), and **ISIS MEDICAL MANAGEMENT, L.L.C.**, a Florida limited liability company (the "**Surviving Entity**"), adopt the following Certificate of Merger for the purpose of effecting the merger of the Merging Entity into the Surviving Entity (the "**Merger**"), which will be the Surviving Entity in the Merger.

Accordingly, the Surviving Entity and Merging Entity adopt and submit the following Certificate of Merger for the purpose of effecting the Merger:

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Merger dated as of August __, 2008, effecting the Merger of the Merging Entity with and into the Surviving Entity is attached and made a part of these Certificate of Merger as Exhibit A (the "**Plan of Merger**").

ARTICLE II

The Merger shall be effective upon the filing of this Certificate of Merger.

ARTICLE III

The Plan of Merger was adopted by the Surviving Entity by the written consent of its members as of August 4, 2008. The Plan of Merger was adopted by the Merging Entity by the written consent of its sole member as of August 4, 2008.

ARTICLE IV

The address of the principal office of the Surviving Entity is 28100 US 19 North, Suite 300, Clearwater, Florida 33761.

ARTICLE V

The address of the principal office of the Merging Entity is 28100 US 19 North, Suite 300, Clearwater, Florida 33761.

ARTICLE VI

Upon the effectiveness of the Merger, the articles of organization of the Surviving Entity shall be amended and restated as attached as Exhibit A to the Plan of Merger with such amended and restated articles of organization changing, among other things, the registered agent of the Surviving Entity and the name of the Surviving Entity to "Isis Cosmetic Medical Center LLC".

ARTICLE VII

The Merger is permitted under the laws of the State of Florida and is not prohibited by any agreement of the Surviving Entity or the Merging Entity.

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ARTICLE VIII

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatories to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this document on this 4th day of August, 2008.

ISIS COSMETIC MEDICAL CENTER LLC,
a Florida limited liability company

By: [Signature]

Name: WILLIAM H. BAUMGART

Title: PRESIDENT

ISIS MEDICAL MANAGEMENT, L.L.C.,
a Florida limited liability company

By: [Signature]

Name: Dennis Lipinski

Title: V.P.

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EXHIBIT A

PLAN OF MERGER

[See attached.]

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**AGREEMENT AND PLAN OF MERGER
OF
ISIS COSMETIC MEDICAL CENTER LLC
INTO
ISIS MEDICAL MANAGEMENT, L.L.C.**

This Agreement and Plan of Merger ("Merger Agreement") is entered into as of the 4th day of August, 2008 by and between ISIS COSMETIC MEDICAL CENTER LLC, a Florida limited liability company ("ICM"), and ISIS MEDICAL MANAGEMENT, L.L.C., a Florida limited liability company ("IMM").

RECITALS

WHEREAS, ICM is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, IMM is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, ICM is a wholly-owned subsidiary of IMM;

WHEREAS, the laws of the State of Florida permit a merger of a Florida limited liability company with and into a Florida limited liability company; and

WHEREAS, the sole member of ICM deems it advisable and in the best interests of ICM that ICM merge with and into IMM pursuant to the Florida Statutes (the "Merger"); and

WHEREAS, the members of IMM deem it advisable and in the best interests of IMM and its members, that ICM merge with and into IMM pursuant to the Florida Statutes; and

WHEREAS, the sole member of ICM and the members of IMM, by resolutions duly adopted, have approved of the Merger upon the terms and conditions of this Merger Agreement and directed that ICM merge into IMM upon the terms and conditions and in the manner set forth in this Merger Agreement and in accordance with the Florida Statutes.

In consideration of the premises and the terms and conditions set forth in this Merger Agreement, the parties agree as follows:

AGREEMENT

1. **Merger of ICM and IMM; Effect of Merger.** Pursuant to the laws of the State of Florida, and subject to and in accordance with the terms and conditions of this Merger Agreement, ICM and IMM shall merge. The Merger shall be effective upon the filing of a Certificate of Merger with the Secretary of State of the State of Florida ("Effective Date"). On the Effective Date, ICM and IMM shall be merged in the manner and with the effect provided by Section 608.4383 of the Florida Statutes. The separate existence of ICM shall cease and IMM shall be the surviving entity (the "Surviving Entity").

2. **Conversion of ICM Membership Interest.** Each issued membership interest of ICM immediately before the Effective Date shall be cancelled.

3. **Formation Documents.** On the Effective Date, (a) the articles of organization of ICM as amended and restated as attached to this Merger Agreement as **Exhibit A** shall be the articles of organization of the Surviving Entity with such amended and restated articles of organization changing, among other things, the registered agent of the Surviving Entity and the

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name of the Surviving Entity to "Isis Cosmetic Medical Center LLC," and (b) the operating agreement of IMM shall be the operating agreement of the Surviving Entity.

4. **Successors and Assigns.** This Merger Agreement shall inure to the benefit of and be binding upon the successors and assigns of each party.

5. **Amendment and Waiver.** No supplement, modification or amendment of, or waiver with respect to, this Merger Agreement shall be binding unless executed in writing.

6. **Headings.** The headings in this Merger Agreement are solely for convenience of reference and shall not limit or otherwise affect the meaning of this Merger Agreement.

7. **Severability and Conflicts.** If one or more of the provisions of this Merger Agreement or any application thereof is declared invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions and any application thereof will in no way be affected or impaired.

8. **Entire Agreement.** This Merger Agreement and the Exhibits hereto supersede all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties with respect to such subject matter.

9. **Counterparts.** This Merger Agreement may be executed in counterparts, each of which will be considered an original, but all of which together will constitute the same instrument.


[Signature blocks appear on the following page]

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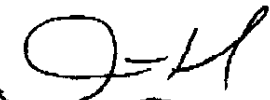
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The parties have executed this Merger Agreement as of the date first set forth above.

ISIS COSMETIC MEDICAL CENTER LLC

By: 
Name: WILLIAM H. DANMUNT
Title: PRESIDENT

ISIS MEDICAL MANAGEMENT, L.L.C.

By: 
Name: DAVID J. SMITH
Title: V.P.

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EXHIBIT A

ISIS COSMETIC MEDICAL CENTER LLC
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

ARTICLE I. NAME

The name of the limited liability company is Isis Cosmetic Medical Center LLC (the "Company")

ARTICLE II. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE

The current mailing and street address of the principal office of the Company is:

28100 U.S. 19 North, Suite 300
Clearwater, Florida 33761

ARTICLE IV. REGISTERED AGENT

The name and street address of the current registered agent of the Company in Florida is:

Ian Gorman
28100 U.S. 19 North, Suite 300
Clearwater, Florida 33761

A written statement as prescribed by the Florida Department of State pursuant to §608.415(2), of the Act, is attached to these Amended and Restated Articles of Organization.

Registered Agent Acceptance

I hereby accept the appointment as registered agent of Isis Cosmetic Medical Center LLC and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated: August 4, 2008

By: 

Ian Gorman, Registered Agent

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