

No 3000000118

Florida Department of State
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FILED
03 JAN -6 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

American Society of Esthetic Mesotherapy, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF INCORPORATION
OF
AMERICAN SOCIETY OF ESTHETIC MESOTHERAPY, INC.
A Florida Non-for-Profit Corporation

The undersigned, acknowledges and files in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation not-for-profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

Article I

Name

The name of the Corporation shall be:

American Society of Esthetic Mesotherapy, Inc.

Article II

Principal place of business and mailing address

The principal place of business and the mailing address of this Corporation shall be:

844 Alton Road
2nd Floor
Miami Beach, Florida 33139

Article III

Purpose

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

Provide support and guidance to members specializing in Esthetic Mesotherapy and to transact any and all lawful business for which not-for-profit corporations may be incorporated under the laws of the State of Florida.

Article IV

Manner of election of Directors

The number of Directors may be altered from time to time by By-Laws. However, the Corporation shall have no less than three(3) Directors at any time.

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ARTICLE V

First Board of Directors

The number of directors consisting of the first Board of Directors of the corporation are Three(3):

<u>NAME</u>	<u>ADDRESS</u>
Abdala Kalil , M.D.	9208 Emerson Avenue Miami, Florida 33154
Carol Bryan	9208 Emerson Avenue Miami, Florida 33154
Luc Dewandre	9208 Emerson Avenue Miami, Florida 33154

ARTICLE VI

Initial registered agent and street address

The name and street address of the initial registered agent is:

Richard G. Toledo, Esq.
21 Southeast First Avenue
Tenth Floor
Miami, Florida 33131

Article VII

Incorporator

The name and the street address of the incorporator of the Corporation is:

Richard G. Toledo, Esq.
21 Southeast First Avenue
Tenth Floor
Miami, Florida 33131

ARTICLE VIII

General Provisions:

(a) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of December 2002.


Richard G. Toledo

STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

American Society of Esthetic Mesotherapy, Inc.

2. The name and address of the registered agent and office:

Richard G. Toledo, Esq.
21 Southeast First Avenue
Tenth Floor
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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 accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Richard G. Toledo

Dated: December 23, 2002