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FLORIDA SOCIETY OF FACIAL PLASTIC AND RECONSTRUCTIVE

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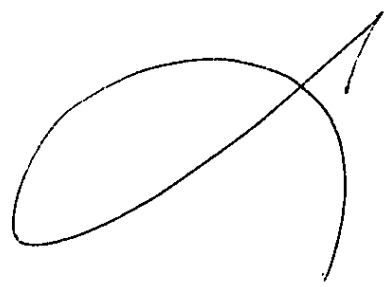
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((H95000006128)) CORPORATION

NAME: FLORIDA SOCIETY OF FACIAL PLASTIC AND RECONSTRUCTIVE
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF FACIAL PLASTIC AND
RECONSTRUCTIVE SURGERY, INC.

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the corporation is FLORIDA SOCIETY OF FACIAL PLASTIC AND RECONSTRUCTIVE SURGERY, INC. (the "Corporation").

ARTICLE II
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE IV
PURPOSE

Section 4.1. The purposes for which the Corporation is organized are to provide educational and collegial benefits for members, and to provide members with up-to-date information about the specialized field of Otolaryngology-Head and Neck Surgery, to promote interaction among physicians practicing or having an interest in the field of Otolaryngology-Head and Neck Surgery, and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code and

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Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.10. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V MEMBERS

Section 5.1. This Corporation shall have a membership as specified in the Bylaws of the Corporation.

ARTICLE VI DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws. Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following individuals elected in accordance with this Section 6.2 and the Bylaws:

<u>Name</u>	<u>Address</u>
Ferdinand F. Becker, M.D.	777 37th Street, #C-101 Vero Beach, FL 32960
Nathan E. Nachlas, M.D.	900 NW 13th Street, #201 Boca Raton, FL 33486
Robert L. Simons, M.D.	16800 NW 2nd Avenue, #607 North Miami Beach, FL 33169
Bruce Weissman, M.D.	333 Arthur Godfrey Road, #722 Miami, Florida 33140-3608
Richard Farrior, M.D.	4 Columbia Drive, #860 Tampa, FL 33606

Section 6.3. The term of office of an elected Director shall be specified in the Bylaws of the Corporation.

ARTICLE VII ADDRESS

Section 7.1. The street address of the principal office of this corporation in the State of Florida is 1133 W. Morse Blvd., Suite 201, Winter Park, Florida 32789. The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

Name**Address**

Marjorie Stealcy

1133 Norse Boulevard
Suite 201
Winter Park, FL 32789

ARTICLE IX
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the Laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XI
INCORPORATOR

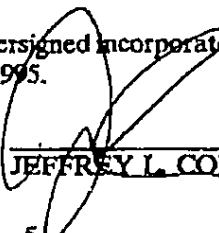
Section 11.1. The name and address of the incorporator of this Corporation are as follows:

Name**Address**

Jeffrey L. Cohen, Esq.

c/o Tripp, Scott, Conklin & Smith
110 S.E. Sixth Street, 28th Floor
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of May, 1995.



JEFFREY L. COHEN, Incorporator

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

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

The FLORIDA SOCIETY OF FACIAL PLASTIC AND RECONSTRUCTIVE SURGERY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Winter Park, County of Orange, State of Florida, has named Marjorie Stealey, located at 1133 W. Morse Boulevard, Suite 201, Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date: May 22, 1995

Marjorie Stealey
MARJORIE STEALEY

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TALLAHASSEE, FLORIDA

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