

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000019564

FL. Myers Plastic
Surgery Center, P.A.

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- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

RECEIVED
00 FEB 24 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
00 FEB 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS 2/24/00 10125
Name Date Time

Walk-In _____ Will Pick Up _____

CP
2-24-00
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**ARTICLES OF INCORPORATION
OF
FT. MYERS PLASTIC SURGERY CENTER, P.A.**

FILED
00 FEB 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation being duly licensed to practice medicine under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

I

Name of Corporation

The name of this corporation shall be **FT. MYERS PLASTIC SURGERY CENTER, P.A.**

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every phase and aspect of the medical practice of plastic and reconstructive surgery and all its fields of specialization, as authorized under the laws of the State of Florida.
- b. To engage and render such professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law, and to own real and personal property necessary for the rendering of professional services.

d. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Principal Office

The principal office, and mailing address of this Corporation is 2685 Swamp Cabbage Court, Fort Myers, FL 33901.

IV

Capital Stock

The maximum number of shares of stock that the professional service corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$1.00 per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

V

Term of Existence

The corporation shall have perpetual existence starting on the date these Articles of

Incorporation are filed with the Florida Department of State.

VI

Registered Office and Agent

The address of this corporation's initial registered office is **2685 Swamp Cabbage Court, Fort Myers, FL 33901** and the name of its initial registered agent at said address is **John S. Bruno, M.D.**

VII

Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

**John S. Bruno, M.D.
2685 Swamp Cabbage Court
Fort Myers, FL 33901**

VIII

Board of Directors

The business of the corporation shall be managed by its board of directors. The initial Board of Directors shall consist of two members. The names and addresses of the members who shall serve as the initial Directors of the Corporation, and who are authorized by law to practice in the State of Florida the profession of medicine in which the Corporation is authorized to engage and who will also be the original shareholders of the corporation are as follows:

**John S. Bruno, M.D.
2685 Swamp Cabbage Court
Fort Myers, FL 33901**

**Robert V. Mandraccia, M.D.
6120 Winkler Road
Fort Myers, FL 33919**

The initial Directors shall hold office until their successors are elected and qualified as provided in the By-laws. Thereafter, the term of office of each Director shall be for a one (1) year period and until the election and qualification of a successor. The number of Directors may be increased or decreased as authorized by the shareholders of the corporation.

IX

Officers

The names and addresses of the persons who are to serve as the initial officers of the Corporation, each of whom is authorized by law to practice medicine in the State of Florida, are as follows:

Name	Address	Office
John S. Bruno, M.D.	2685 Swamp Cabbage Ct. Fort Myers, FL 33901	President Treasurer
Robert V. Mandraccia, M.D.	6120 Winkler Road Fort Myers, FL 33919	V. President Secretary

X

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

XI

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

XIII

Restraint on Alienation of Share

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the

professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

XIV

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XV

Dissolution

The corporation may be dissolved at any time, as follows:

1. By the unanimous written consent of the shareholders; or

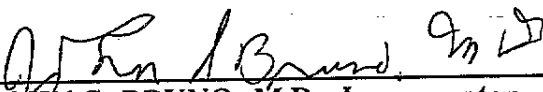
2. On the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

XVI

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 22nd day of February, 2000.



JOHN S. BRUNO, M.D., Incorporator

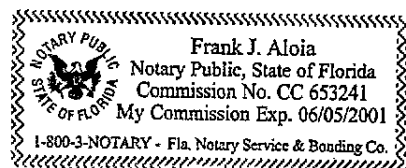
STATE OF FLORIDA

COUNTY OF LEE

The foregoing Articles of Incorporation were acknowledged before me on February 22, 2000, by **JOHN S. BRUNO, M.D.**, who is personally known to me.

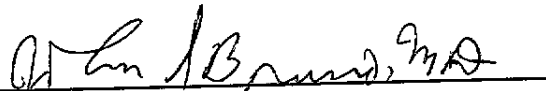


Notary Public



ACCEPTANCE BY REGISTERED AGENT

JOHN S. BRUNO, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


JOHN S. BRUNO

FILED

00 FEB 24 PM 12:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA