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PLEASE REPLY TO:

POST OFFICE BOX 11025
FORT LAUDERDALE, FLORIDA 33339

OF COUNSEL:
WILLIAM ROBERT LEONARD

March 17, 2000

VIA UPS

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****122.50 ****78.75

Division of Corporations
Secretary of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301

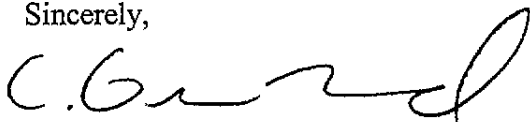
Re: South Florida Plastic Surgery, Inc.

Gentlemen:

I enclose herewith the original and one copy of the Articles of Incorporation of South Florida Plastic Surgery, Inc., as well as a check in the amount of \$122.50, as and for the filing fee for said Articles and Registered Agent Designation.

Please return the certified copy of Articles of Incorporation to us as soon as is possible. Your quick service is greatly appreciated.

Sincerely,



C. GLENN LEONARD
CGL/cb
Enclosures/Articles/check

S. Thompeon MAR 27 2000

*A prepaid UPS envelope
is enclosed for your
use in returning Articles.*

FILED
00 MAR 20 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
00 MAR 20 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA PLASTIC SURGERY, INC.

ARTICLE I - NAME

The name of this corporation shall be SOUTH FLORIDA PLASTIC SURGERY, INC..

Article II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent is:

Willis G. Eshbaugh, Jr. M.D.
1754 East Commercial Boulevard
Fort Lauderdale, Florida 33308

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the person serving on the initial Board of Directors is as follows:

Willis G. Eshbaugh, Jr. M.D.
1754 East Commercial Boulevard
Fort Lauderdale, Florida 33308

ARTICLE VI - INCORPORATORS

The names and street addresses of the Incorporators of these Articles of Incorporators are:

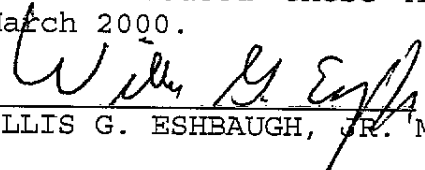
Willis G. Eshbaugh, Jr. M.D. 1754 E. Commercial Boulevard

Fort Lauderdale, Florida 33308

ARTICLE VII - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 1754 East Commercial Boulevard, Fort Lauderdale, Florida 33308.

The undersigned Incorporators have executed these Articles of Incorporation this 17 day of March 2000.


WILLIS G. ESHBAUGH, JR. M.D.

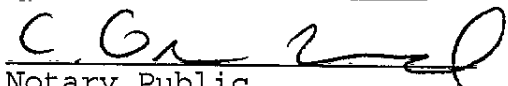
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared, WILLIS G. ESHBAUGH, JR., M.D. who presented FL Drivers License as identification and who executed the foregoing instrument, and acknowledged then and there before me that they executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 17 day of March 2000.



C. Glenn Leonard
MY COMMISSION # CC728422 EXPIRES
May 9, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
My Commission expires:

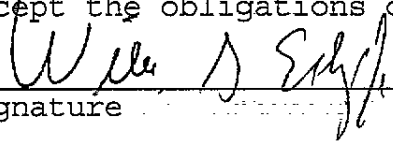
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, 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: South Florida Plastic Surgery, Inc., 1754 East Commercial Boulevard, Fort Lauderdale, Florida 33308.
2. The name and address of the registered agent is:

Willis G. Eshbaugh, Jr. M.D.
1754 East Commercial Boulevard
Fort Lauderdale, Florida 33308

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 this 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.


Signature

FILED
00 MAR 20 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA