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FRANK J. ALOIA

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June 5, 2000

Secretary of State  
State of Florida  
Corporate Division  
409 E. Gaines St.  
Tallahassee, FL 32399

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-06/06/00--01090--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Fort Myers Plastic Surgery Center, P.A.

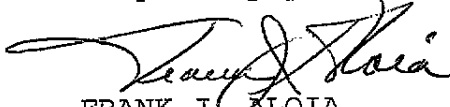
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose original Affidavit regarding the immediate use of the referenced name and my check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 70.00
Certified Copy Fee	\$ 8.75
Total	\$ 78.75

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,



FRANK J. ALOIA  
FJA:djb  
Enc.

FILED  
00 JUN -6 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUN 14 2000

**STATE OF FLORIDA**

**AFFIDAVIT**

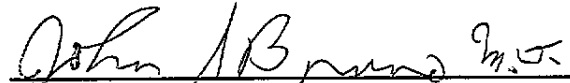
**COUNTY OF LEE**

**BEFORE ME**, the undersigned authority, personally appeared **JOHN S. BRUNO**, who, after being first duly sworn, deposes and says:

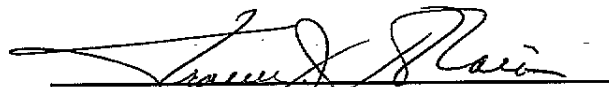
1. That Affiant is the sole subscriber to the Articles of Incorporation of Ft. Myers Plastic Surgery Center, P.A. and that simultaneously with the filing of this Affidavit, said corporation will file Articles of Dissolution as authorized by Section 607.1401 of the Florida Statutes.

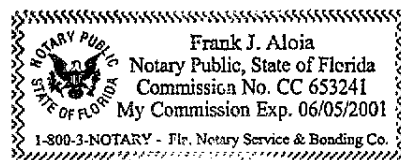
2. That pursuant to Section 607.1405(4) of the Florida Statutes, this Affidavit is given so that the name Fort Myers Plastic Surgery Center, P.A. may be available for immediate use by another proposed corporation in order to eliminate the 120 day waiting period as specified in said statute.

**FURTHER AFFIANT SAYETH NOT.**

  
**JOHN S. BRUNO**

**SWORN TO** and subscribed before me this 5<sup>th</sup> day of June, 2000, by **JOHN S. BRUNO**, who is personally known to me.

  
**Notary Public**



**ARTICLES OF INCORPORATION  
OF  
FORT MYERS PLASTIC SURGERY CENTER, P.A.**

**FILED**  
00 JUN -6 AM 11:01  
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 **FORT 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:

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

## **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



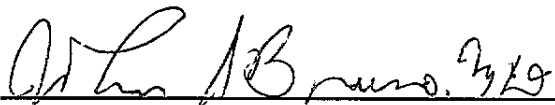
2. On the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder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

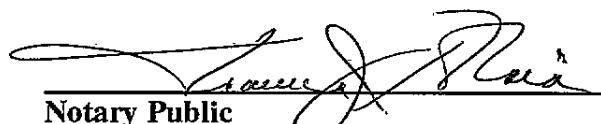
**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 5<sup>th</sup> day of June, 2000.

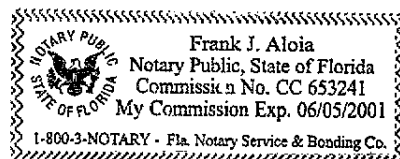
  
\_\_\_\_\_  
**JOHN S. BRUNO, M.D., Incorporator**

**STATE OF FLORIDA**

**COUNTY OF LEE**

The foregoing Articles of Incorporation were acknowledged before me on June 5, 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 JUN -6 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA