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* Revised per
Deleane
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BASIC AMENDMENT

LASER CENTER CONSULTANTS OF AMERICA, INC.

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$35.00

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 24, 2001

LASER CENTER CONSULTANTS OF AMERICA, INC.
2250 NE 202ND STREET
NORTH MIAMI BEACH, FL 33180

SUBJECT: LASER CENTER CONSULTANTS OF AMERICA, INC.
REF: P01000044507

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Only the current corporate name should appear in the heading of the document. The new corporate name should be in article 1 only. ✓

The closing paragraph states that the undersigned being a member of the board of directors and vice president, however, it has the titles president and director under the signature of Howard J. Loff???? ✓

The date of adoption of each amendment must be included in the document. ✓

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document. ?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000083763
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

LASER CENTER CONSULTANTS OF AMERICA, INC.

ARTICLE 1

The name of the Corporation is: SURGICAL CENTER CONSULTING SERVICES, INC.

ARTICLE 2

The principal office/mailing address of the Corporation is:

2250 N.E. 202nd Street
North Miami Beach, Florida 33180

ARTICLE 3

The existence of the Corporation shall be perpetual, unless sooner dissolved.

ARTICLE 4

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE 5

The aggregate number of shares which the Corporation shall have authority to issue is 7,500 shares of Common Stock, \$1.00 par value per share; and

A description of the rights, voting powers, preferences, qualifications and restrictions granted to or imposed upon the shares of each class is as follows:

Olga Giberga-Lee, Paralegal
Duane, Morris & Heckscher LLP

200 South Biscayne Boulevard, Suite #3410
Miami, Florida 33131

(1) Voting Rights of Shareholders. Each holder of shares of Common Stock shall be entitled to one vote for each share of stock standing in such shareholder's name on the Corporation's books. Shareholders shall be entitled to cumulative voting in the election of Directors of the Corporation.

(2) Pre-emptive Rights. Each holder of any shares of the stock of the Corporation shall have a pre-emptive right to purchase, subscribe for, or otherwise acquire shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire shares.

ARTICLE 6

The registered agent and street address of the registered office of the Corporation is:

Sanford A. Loff
2250 N.E. 202nd Street
North Miami Beach, Florida 33180

ARTICLE 7

The number of directors constituting the initial Board of Directors are two (2), and the name and address of the individual who are to serve as directors until the first annual meeting of the shareholders or until her successor is elected and qualified are:

NAME

ADDRESS

Howard J. Loff

2250 N.E. 202nd Street
North Miami Beach, Florida
33180

Sanford A. Loff

2250 N.E. 202nd Street
North Miami Beach, Florida
33180

Dated this 20th day of July, 2001.

IN WITNESS WHEREOF, the Board of Directors have adopted these Amended and Restated Articles of Incorporation. The undersigned being a member of the Board of Directors and the President of the Company accepts these Amended and Restated Articles of Incorporation as of July 20, 2001. The number of votes cast for the amendment by the shareholders was sufficient for approval.


Howard J. Loff, President and Director

07/25/2001 11:40 FAX

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ACCEPTANCE OF REGISTERED AGENT

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.


Sanford A. Loft
Registered Agent

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TOTAL P.04