

# P01000105399

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## BASIC AMENDMENT

### AESTHETIC PLASTIC SURGERY CENTER, INC.

Certificate of Status	1
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AESTHETIC PLASTIC SURGERY CENTER, INC.

Fax Audit No: H04000200146

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1. The following provisions of the Articles of Incorporation of AESTHETIC PLASTIC SURGERY CENTER, INC., a Florida for-profit corporation ("Corporation"), filed with the Secretary of State on October 31, 2001, Charter Number P01000105399, be, and they are hereby amended in their entirety, pursuant to Florida Statutes, Section 607, as shown below:

**"ARTICLE I - NAME**

The name of this Corporation is:

AESTHETIC PLASTIC SURGERY CENTER, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office address and the mailing address of the Corporation are: 1255 37<sup>th</sup> Street, Suite E, Vero Beach, Florida 32960.

**ARTICLE III - NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation shall be:

- (a) This Corporation is organized to construct, own and operate a freestanding outpatient surgical care center known as AESTHETIC PLASTIC SURGERY CENTER, INC. d/b/a/ ADVANCED EYE SURGERY CENTER.
- (b) To buy, sell, deal in and exchange shares of its own capital stock. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting right and power of any or all of his stock.
- (c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.
- (d) At the option of the Corporation, to purchase and acquire the shares owned and held by any Shareholder who dies in accordance with the Bylaws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the Corporation is not impaired.
- (e) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of services.
- (f) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the

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Corporation, and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

(g) The Corporation shall have all the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock, having a nominal or par value of \$.001 per share.

### **ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually and commenced existence on October 31, 2001 and acknowledgment hereof as provided by Florida Statute 607.0203.

### **ARTICLE V - PRINCIPAL ADDRESS OF REGISTERED OFFICE AND AGENT**

The street address of the principal place of business of the Corporation is: 1255 37<sup>th</sup> Street, Suite E, Vero Beach, Florida 32960 and the street address of the Registered Agent's office of this Corporation is: 1515 Indian River Boulevard, Suite A 210, Vero Beach, Florida 32960-7103. The name of the registered agent of this Corporation at that address is DEC Consultants, Inc.

### **ARTICLE VI - DIRECTORS**

Its Board of Directors shall manage the business of the Corporation. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1). This Corporation shall have one (1) director initially. The name and address of the initial director of this Corporation is:

**NAME**  
William J. Mallon, M.D.

**ADDRESS**  
1360 U.S. 1, Suite 1  
Vero Beach, Florida 32960

### **ARTICLE VII - INDEMNIFICATION**

Each Director and Officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned; or by any reason of any act or omission to act as such Director or Officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any Director or Officer may be entitled as a matter of law.

### **ARTICLE VIII - INTERLOCKING OFFICERS AND DIRECTORS**

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be

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interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER OR CONSOLIDATION

Approval of the Shareholders of this Corporation to any plan of merger or consolidation shall be required in every case. Merger or consolidation with a foreign corporation is strictly prohibited."

2. The foregoing Amendments were adopted by a Corporate Action by all the Directors of this Corporation, effective as of July 1, 2004. Shareholder action was not required for these amendments.

IN WITNESS WHEREOF, the undersigned, being a Director of this Corporation, has executed these Articles of Amendment as of July 1, 2004.

AESTHETIC PLASTIC SURGERY CENTER, INC.

By: William J. Mallon  
WILLIAM J. MALLON, M.D., Director

Acknowledgment

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF INDIAN RIVER )

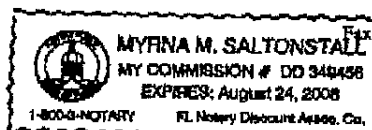
The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of July 2004, by William J. Mallon, M.D., Director of Aesthetic Plastic Surgery Center, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me.

Myrna M. Saltonstall  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:

articles of amendment 10.06.2004

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