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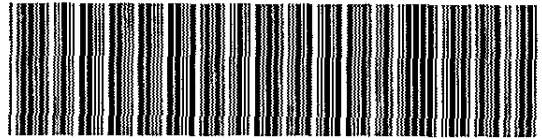
(Business Entity Name)

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FLORIDA

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RANDY L. STOWELL
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November 22, 2002

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PHIL S. YURECKA
ANDREW D. REEDER
NELSON A. GUERRA
▲ MARC B. NUSSBAUM
JOSEPH R. HUTCHISON
MELISSA M. POLO
BRYCE P. SPANO

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Polo Plastic Surgery, P.A.**

Dear Sir/Madam:

Enclosed, please find an original and one copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed, please find our check in the amount of \$78.75 which covers the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	<u>\$ 8.75</u>
	\$78.75

Kindly file same and return the copy to me marked "filed".

Thank you for your prompt attention and cooperation in this matter.

Sincerely,

Melissa M. Polo, Esquire

MMP/mmp

Enclosures

REYNOLDS
& STOWELL
IS A
PROFESSIONAL
ASSOCIATION

★ Certified Circuit Civil Court Mediator
★ Board Certified Civil Trial Attorney
★ Also Licensed in Pennsylvania
▲ Also Licensed in New York



**ARTICLES OF INCORPORATION
OF
POLO PLASTIC SURGERY, P.A.**

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SEAL STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person of legal age who is licensed or otherwise legally authorized to practice the profession of medicine and to perform medical services in the State of Florida, for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, hereby subscribes to, acknowledges and adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the professional corporation shall be:
Polo Plastic Surgery, P.A.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office of the professional corporation is located at:
Sunset Professional Building
6280 Sunset Drive
Suite 501
South Miami, Florida 33143

The mailing address of the professional corporation is:
Sunset Professional Building
6280 Sunset Drive
Suite 501
South Miami, Florida 33143

ARTICLE III. DURATION

This professional corporation shall commence existence on the date of the execution of these Articles if permitted by law; if not, then on the date of filing. This professional corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE IV. PURPOSES

- A. This professional corporation is formed for the following purposes and shall have the following powers:
1. To engage in the practice of medicine as a professional corporation and to own, lease and/or operate offices for the purpose of providing professional medical services.
 2. To own real and personal property, to enter into contracts and agreements, and to engage in any lawful business necessary or appropriate in the rendering of such professional services.
 3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida, or by the provisions of these Articles of Incorporation.
- B. The professional services provided by this professional corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services.

ARTICLE V. CAPITAL STOCK

The number of shares of capital stock that this professional corporation is authorized to issue is One Thousand (1,000) shares of common stock, having a par value of One and 00/100 Dollars \$1.00 per share, and in no event shall they be issued to anyone other than a professional corporation, a professional limited liability company, or any other individual who is duly licensed or otherwise legally qualified to render professional medical services. The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of common stock shall be paid for in cash, or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this professional corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the professional corporation until such time as the whole consideration thereof shall have been paid.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The professional corporation shall have at least one director. The number of directors may be either increased or decreased from time to time by amendment to the Bylaws adopted by the shareholders.

The name and street address of the initial director of this professional corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the professional corporation or until their successors are elected or appointed and have qualified is:

Max L. Polo, M.D.

Sunset Professional Building
6280 Sunset Drive
Suite 501
South Miami, Florida 33143

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The name of the professional corporation's initial registered agent and the street address of the initial registered office are:

Max L. Polo, M.D.

Sunset Professional Building
6280 Sunset Drive
Suite 501
South Miami, Florida 33143

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber/incorporator are:

Max L. Polo, M.D.

Sunset Professional Building
6280 Sunset Drive
Suite 501
South Miami, Florida 33143

ARTICLE IX. BYLAWS

In the furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such bylaws for the professional corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the professional corporation, the Board of Directors is expressly authorized, without the assent of the shareholders, to add to, delete from or otherwise amend the Bylaws of the professional corporation.

ARTICLE X. INDEMNIFICATION AND LIMITATION OF LIABILITY

The professional corporation shall indemnify any officer or director, or any former officer or director of the professional corporation, to the full extent permitted by law. The private property of the shareholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The professional corporation shall have a first lien on the shares of its shareholders and upon dividends due them for any indebtedness of such shareholders to the professional corporation.

ARTICLE XI. WORKING CAPITAL

The Board of Directors shall have the authority to fix any amount which in its discretion need to be reserved as working capital of the professional corporation.

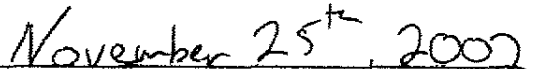
ARTICLE XII. AMENDMENT

The professional corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein before named, for the purpose of forming a professional service corporation to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 25th day of November, 2002.



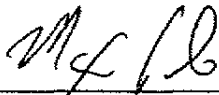
Max L. Polo, M.D. as Subscriber



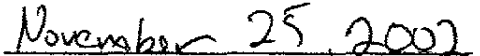
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated professional corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.



Max L. Polo, M.D. as Registered Agent



Date