

P95000003472

HORACE A. KNOWLTON, IV, P.A.
Attorney at Law
442 W. Kennedy Blvd., Suite 280
Tampa, Florida 33606
(813) 253-3013

January 9, 1995

Department of State
of Corporation
Corporation Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 12 AM 10:49

Re: Liposuction Center of Tampa Bay, P.A.

Dear Sir/Madam:

Enclosed please find an original Articles of incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

| | |
|-----------------------|---------|
| Filing Fee | \$35.00 |
| Registered agent fee: | \$35.00 |

Please file the original of the enclosed Articles of Incorporation.

Thank you for your attention and cooperation in this matter.

Very Truly Yours,


Horace A. Knowlton, IV

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KAN 1-13

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN 12 AM 10:49

LIPOSUCTION CENTER OF TAMPA BAY, P.A.

The undersigned, being a doctor of medicine and being duly certified to engage in the practice of medicine in the State of Florida, adopts the following articles of incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida and Florida Statutes Chapter 621:

ARTICLE I-NAME

The name of this corporation shall be;

LIPOSUCTION CENTER OF TAMPA BAY, P.A.

and its principal office and mailing address is:

2727 W. Martin Luther King Jr. Blvd.,
Suite 560
Tampa, Florida 33601

ARTICLE II - DURATION

The corporation shall have a perpetual existence and shall begin the date these Articles of Incorporation are filed with the Department of the State of Florida.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the corporation, or the objects or purposes of the corporation, shall be as follows, to wit:

- (a) To engage in the practice of cosmetic surgery.
- (b) To invest in real estate, mortgages, stocks, bonds, or any other type of investments.
- (c) To own real and personal property necessary for the

transaction of the above business.

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV - CAPITAL STOCK

(a) The maximum number of shares which this corporation is authorized to have outstanding at any time shall be Ten Thousand (10000) shares of common stock having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) None of the shares of the professional service corporation may be issued to anyone other than an individual duly certified to practice medicine in the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 2727 W. Martin Luther King Jr. Blvd., Suite 560, Tampa, Florida 33601, Registered Agent of this corporation at such office, shall be Carlene Ashley, who upon accepting this designation agrees to

comply with Chapter 607, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time-to-time by vote of the Shareholder as set out in the By-Laws. The name and address of the initial Board is:

| Name | Address |
|----------------|---|
| Carlene Ashley | 10205 Radcliffe Drive Tampa, Florida 33626 |

ARTICLE VII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Carlene Ashley
10205 Radcliffe Drive
Tampa, Florida 33626

CARLENE ASHLEY

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

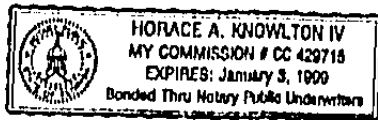
The foregoing ARTICLES OF INCORPORATION of LIPOSUCTION CENTER

OF TAMPA BAY, P.A. were acknowledged before me this 7th day of January, 1995, by CARLENE ASHLEY as incorporator, who is personally known to me or who produced N/A as identification.

Horace A. Knowlton IV
Notary Public

HORACE A. KNOWLTON IV
(Type name of Notary Public)

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)**

Pursuant to applicable Florida Statutes, the following is submitted:

That LIPOSUCTION CENTER OF TAMPA BAY, P.A., desiring to organize under the laws of the State of Florida, with its Registered office as indicated in the ARTICLES OF INCORPORATION at 2727 W. Martin Luther King Jr. Blvd., Suite 560, Tampa, Florida 33601 has named Carlene Dam as its Registered Agent (and Resident Agent).

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the foregoing corporation at the place designated in these articles, I hereby accept to act in this capacity, and agree to comply with Florida Statutes relative to keeping open said office and carrying out the obligations of that position.



CARLENE ASHLEY
as Registered Agent.

P9500000 3472

HORACE A. KNOWLTON IV, P.A.

Attorney at Law
442 W. Kennedy Blvd., Suite 280
Tampa, Florida 33606
(813) 253-3013

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 13 AM 11:12

February 8, 1995

Department of State
of Corporation
Corporation Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-02/14/95--01085--007
*****35.00 *****35.00

Re: ARTICLES OF AMENDMENT TO LIPOSUCTION CENTER OF TAMPA BAY,
P.A.

Dear Sir/Madam:

Enclosed please find an original Articles of Amendment for the above corporation amending its Articles of Incorporation to change its principal office and mailing address. In addition, a check in the amount of \$35.00 is enclosed which represents the fee associated with making the amendment.

Please file the original of the Articles of Amendment.

Thank you for your attention and cooperation in this matter.

Very Truly Yours,

Horace A. Knowlton IV

Horace A. Knowlton, IV

*Amended
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2-15*

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 13 AM 11:12

LIPOSUCTION CENTER OF TAMPA BAY, P.A.

I, the undersigned, being the Chairman of the Board of Directors of Liposuction Center of Tampa Bay, P.A., a Florida profit corporation, hereby certify that the following Amendments were adopted by majority vote of the shareholders of the corporation at a meeting held on February 8, 1995 for such purpose pursuant to the Articles of Incorporation and Florida Statutes and that the number of votes cast was sufficient for approval.

ARTICLE I. "NAME" is amended to read as follows:

The name of this corporation shall be:

LIPOSUCTION CENTER OF TAMPA BAY, P.A.

and its principal office and mailing address shall be:

14499 N. Dale Mabry Hwy, Suite 215,

Tampa, Florida 33618

This Amendment is made with shareholder action and was approved by shareholder action and in accordance with Florida Statutes, Section 607.1006. The number of votes cast for this amendment by the shareholders of the corporation was sufficient for approval of the amendment. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set forth my signature this 8th
day of February, 1995.

Chairman of the Board of
Directors

ATTEST:

Secretary