

P95000011029

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400001399804
-02/08/95--01019--001
*****78.75 *****78.75

SUBJECT: Physician's Legal Service, Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

P95000011029

FROM:

RAYMOND STACK

Name (printed or typed)

761 Newcastle St

Address

Boca Raton FL 334

City, State & Zip

407 994 3626

Daytime Telephone number

EFFECTIVE DATE
2-2-95

FILED

95 FEB -7 AM 11:20

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

NOTE: PLEASE RETURN 1 COPY OF STAMPED ARTICLES
IN THE FEDERAL EXPRESS ENVELOPE PROVIDED.

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE
2-2-75

FILED
95 FEB -7 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHYSICIAN'S LASER SERVICES, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Physician's Laser Services, Inc.

SECOND: The address of the principal office of the corporation is 761 Newcastle Street, Boca Raton, Florida 33487.

THIRD: The mailing address of the corporation is P. O. Box 907, Boca Raton, Florida 33429-0907.

FOURTH: The number of shares that the corporation is authorized to issue is twenty five thousand (25,000), all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 761 Newcastle Street, Boca Raton, Florida 33487.

The name of the initial registered agent for the corporation at the said registered office is Raymond F. Stack.

The written acceptance of the said initial registered agent, as required in the Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator is:

NAME

Raymond F. Stack

ADDRESS

761 Newcastle Street
Boca Raton, Florida 33487

SEVENTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

EIGHTH: The purpose for which the corporation is organized shall be the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

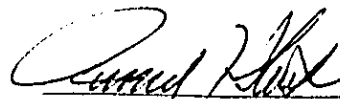
NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation may, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

TWELFTH: The effective date of these Articles of Incorporation shall be February 2, 1995.

Signed on February 2, 1995.



Raymond F. Stack,
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Raymond F. Stack,
Incorporator

Date: February 2, 1995

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95 FEB -7 AM 11:25
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TALLAHASSEE, FLORIDA

P95000011029

Law Office of
Frank Brady, P.A.
370 W. Camino Gardens Blvd.
Suite 341
Boca Raton, FL 33432

Frank R. Brady
Also Admitted to New Jersey Bar

Phone: (407) 338-9256
Fax: (407) 338-5824

September 11, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001584970
-09/14/95--01069--002
*****87.50 *****87.50

Re: Articles of Amendment of Physician's Laser Service

Gentlemen:

Enclosed for filing are executed originals of the Articles of Amendment and approval of such amendment by the shareholders and directors. Also enclosed is a copy of the foregoing so that I may receive a certified copy acknowledging your receipt and filing of the enclosed documents. Also enclosed is a check in the amount of \$87.50 to cover the cost of filing and certified copy of the enclosed articles of amendment. Please file the enclosed articles of amendment and return a certified to me at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

FRANK BRADY, P.A.

By: Frank Brady
Frank R. Brady, Esq.

FRB/jb
enclosures

8H SEP 28 1995

Amend.

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DIVISION OF STATE
CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1995

Frank R. Brady, Esq.
370 W. Camino Gardens Blvd.
Suite 341
Boca Raton, FL 33432

SUBJECT: PHYSICIAN'S LASER SERVICES, INC.
Ref. Number: P95000011029

We have received your document for PHYSICIAN'S LASER SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 395A00042922

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DIVISION OF STATE
CORPORATIONS
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Law Office of
Frank Brady, P.A.
370 W. Camino Gardens Blvd.
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Boca Raton, FL 33432

Frank R. Brady
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Phone: (407) 338-9256
Fax: (407) 338-5824

September 22, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Steven Harris

Re: Articles of Amendment of Physician's Laser Service

Dear Mr. Harris:

In accordance with your letter dated September 19, 1995, I am resubmitting the Articles of Amendment in behalf of Physician's Laser Services, Inc. showing the signature of shareholders and the persons holding the office of President and Secretary of the corporation. Also enclosed is a copy of the foregoing so that I may receive a certified copy acknowledging your receipt and filing of the enclosed documents. The company's check in the amount of \$87.50 to cover the cost of filing and certified copy of the enclosed articles of amendment has been acknowledged as received by you in your September 19th letter. Please file the enclosed articles of amendment and return a certified copy to me at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

FRANK BRADY, P.A.

By: Frank Brady
Frank R. Brady, Esq.

FRB/jb
enclosures

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF PHYSICIAN'S LASER SERVICES, INC.

Pursuant to the provisions of §607.1003, Florida Statutes and §607.1006, Florida Statutes the undersigned, being the persons registered on the corporation's stock registration and transfer records as the owners of, or otherwise having the authority to vote, all issued and outstanding shares of capital stock of PHYSICIAN'S LASER SERVICES, INC. (the "Corporation") do hereby execute, on behalf of the Corporation, the following Articles of Amendment to the Corporation's Articles of Incorporation, which amendment was approved by unanimous vote of the shareholders and directors of the Corporation on the 25th day of July, 1995:

§1. A new article is hereby added to the Articles of Incorporation, which shall read in its entirety as follows:

**"TWELVTH: MANDATORY REDEMPTION OF CAPITAL STOCK
ON THE OCCURRENCE OF SPECIFIED CONDITIONS**

12.01 Pursuant to §607.0627, Florida Statutes, the capital stock of PHYSICIAN'S LASER SERVICES, INC. shall be subject to restriction on any voluntary or involuntary Change of Control (hereinafter defined) without the prior written consent of the owners of, or otherwise having the authority to vote, at least seventy-five percent (75%) of the capital stock registered as such immediately prior to any such Change of Control on the stock registration and transfer records maintained by the Corporation in accordance with §2.5 of the Corporation's bylaws. The capital stock of PHYSICIAN'S LASER SERVICES, INC. shall also be subject to restriction on any voluntary or involuntary encumbrance, hypothecation, pledge or other alienation thereof without the prior written consent of the owners of at least seventy-five percent (75%) of the capital stock registered as such immediately prior to any such involuntary hypothecation or other alienation on the stock transfer and registration records maintained by the Corporation in accordance with §2.5 of the Corporation's bylaws."

12.02 For purposes of these Articles of Incorporation, the phrase "Change of Control" shall mean either (a) the purchase or other acquisition by any person, entity or group of persons, within the meaning of section 13(d) or 14(d) of the Securities Exchange Act of 1934 ("Act"), or any comparable successor provisions, of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Act) of 30 percent or more of either the outstanding shares of common stock or the combined voting power of the Company's then outstanding common stock, or (b) the approval by the stockholders of

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REGISTRATIONS

the Company of a reorganization, merger, or consolidation, in each case, with respect to which persons who were stockholders of the Company immediately prior to such reorganization, merger or consolidation do not, immediately thereafter, own more than 50 percent of the combined voting power entitled to vote generally in the election of directors of the reorganized, merged or consolidated Company's then outstanding securities, or (c) a liquidation or dissolution of the Company or of the sale of all or substantially all of the Company's assets, or (d) the attachment, garnishment, levy or other legal process upon all or substantially all of the Company's capital stock or assets.

12.03 If any voluntary or involuntary Change of Control, hypothecation or other alienation of the Corporation's capital stock takes place or is attempted without the express consent of the aforesaid owners of, or otherwise having the authority to vote, seventy-five percent (75%) of the Corporation's capital stock, the transfer or encumbrance shall be null and void and the shares that are the subject of the voluntary transfer or encumbrance, or the shares that are the subject of and involuntary transfer by attachment, execution or other legal process, shall immediately thereupon be deemed to be redeemed.

12.04 In accordance with the Florida General Corporation Act, a legend describing the existence of the foregoing restriction on the transfer or encumbrance of the Company's capital stock shall be contained on the face of each certificate representing shares of the capital stock of the Company.

§2. Article FOURTH of the Articles of Incorporation is hereby amended to add the following sentence to the end thereof: "The shareholders shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders."

§3. The Articles of Incorporation, as hereby amended, shall remain in full force and effect in all other particulars.


§4. These Articles of Amendment have been adopted by unanimous consent of the registered owners of, or otherwise having the authority to vote, all issued and outstanding common stock of the Corporation, which is the only authorized class of stock of the Corporation, and the number of votes cast in favor of the amendments specified in these Articles of Amendment was sufficient for approval by said owners of the common stock.


§5. These Articles of Amendment have been approved by the

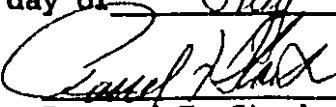
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DIVISION OF CORPORATIONS
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shareholders and by the directors of the Corporation on the 25th
day of July, 1995 and shall take effect immediately.

IN WITNESS WHEREOF, the undersigned, being all of the
registered owners of, or otherwise having the authority to vote,
the shares of the Corporation's common stock, have hereunto set
their respective hands this 25th day of July, 1995.


Gerard D. Grau, M.D.
Shareholder


Harold M. Yanowitch, Secretary
and attorney-in-fact for share-
holder


Raymond F. Stack, shareholder and
President


Rube J. Pardo
Shareholder

FILED
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DIVISION OF CORPORATIONS
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WRITTEN MINUTES OF ACTION BY THE SHAREHOLDERS
IN LIEU OF A MEETING
APPROVING AN AMENDMENT TO ARTICLES OF INCORPORATION

The undersigned, being the persons registered on the corporation's stock registration and transfer records as the owners of, or otherwise having the authority to vote, all issued and outstanding shares of capital stock of PHYSICIAN'S LASER SERVICES, INC. (the "Company"), hereby take this action in writing without a meeting pursuant to § 607.0704, Florida Statutes to amend the Articles of Incorporation of the Company, and adopt the following preambles and resolutions in connection therewith:

WHEREAS, pursuant to section 607.1003, Florida Statutes a corporation's articles of incorporation may be amended by the registered owners of a majority of the corporation's stock; and

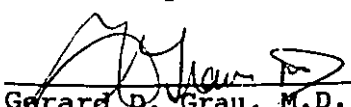
WHEREAS, the Company's articles of incorporation have heretofore been filed in the office of the Florida Secretary of State, and the registered owners of all issued and outstanding shares of capital stock have determined to amend the Company's articles of incorporation; and

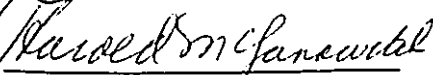
WHEREAS, having considered the amendments contained in the Articles of Amendment attached hereto, the said owners of all shares of capital stock of the Company have determined that the amendments therein contained are in the best interests of the Company.

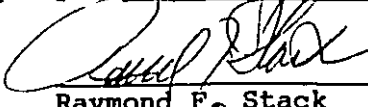
NOW, THEREFORE, BE IT RESOLVED that the attached Articles of Amendment of the Company's Articles of Incorporation be adopted and approved in its entirety.

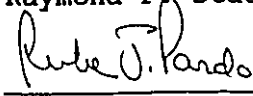
BE IT RESOLVED, FURTHER, that the Articles of Incorporation, as amended by the attached Articles of Amendment, remain in full force and effect in all other particulars.

IN WITNESS WHEREOF, the undersigned, being all of the registered owners of, or otherwise having the authority to vote, the shares of the Corporation's common stock, have hereunto set their respective hands this 25th day of July, 1995.


Gerard D. Grau, M.D.


Harold M. Yanowitch


Raymond F. Stack


Rube J. Pardo

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

WRITTEN MINUTES OF ACTION BY THE DIRECTORS
IN LIEU OF A MEETING
APPROVING AN AMENDMENT TO ARTICLES OF INCORPORATION

The undersigned, being the duly elected and qualified persons serving as the Board of Directors of PHYSICIAN'S LASER SERVICES, INC. (the "Company"), pursuant to § 607.0803, Florida Statutes, hereby take this action in writing without a meeting pursuant to § 607.0820, Florida Statutes to amend the Articles of Incorporation of the Company, and adopts the following preambles and resolutions in connection therewith:

WHEREAS, pursuant to § 607.1003, Florida Statutes a corporation's articles of incorporation may be amended by the directors and registered owners of a majority of the corporation's stock; and


WHEREAS, the Company's articles of incorporation have heretofore been filed in the office of the Florida Secretary of State, and the registered owners of all issued and outstanding shares of capital stock have determined to amend the Company's articles of incorporation; and

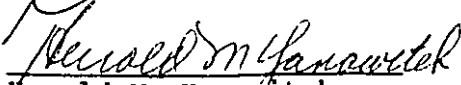
WHEREAS, having considered the amendments contained in the Articles of Amendment attached hereto, the undersigned directors of the Company have determined that the amendments therein contained are in the best interests of the Company.

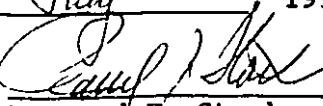
NOW, THEREFORE, BE IT RESOLVED that the attached Articles of Amendment of the Company's Articles of Incorporation be adopted and approved in its entirety.

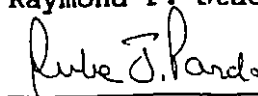
BE IT RESOLVED, FURTHER, that the Articles of Incorporation, as amended by the attached Articles of Amendment, remain in full force and effect in all other particulars.

IN WITNESS WHEREOF, the undersigned, being all of the members of the board of directors of the Company, have hereunto set their respective hands this 25th day of July 1995.


Gerard D. Graff, M.D.


Harold M. Yanowitch


Raymond F. Stack


Rube J. Pardo

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Law Office of
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370 W. Camino Gardens Blvd.
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Boca Raton, FL 33432

Frank R. Brady
Also Admitted to New Jersey Bar

Phone: (407) 338-9256
Fax: (407) 338-5824

December 26, 1995

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Physician's Laser Services, Inc.
Document No. P95000011029

100001874291
-12/29/95--01064--001
*****35.00 *****35.00

Gentlemen:

Enclosed for filing is an executed original of the Articles of Amendment of the captioned corporation's articles of incorporation, together with a copy thereof so that I may receive a date and time stamped copy of the corporation's records. Please file the enclosed articles of amendment and return a date stamped copy to me acknowledging your receipt and filing of the articles of amendment. Also enclosed is a check in the amount of \$35 to cover the filing fee and a return addressed, postage prepaid envelope for your use in returning the requested copy.

Thank you for your assistance in this matter.

Very truly yours

FRANK BRADY, P.A.

By: Frank Brady
Frank R. Brady, Esq.

FRB/jb
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend. & N/c

F 005 JAN 10 1996

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF PHYSICIAN'S LASER SERVICES, INC.

Pursuant to the provisions of §607.1003, Florida Statutes and §607.1006, Florida Statutes the undersigned, being the persons registered on the corporation's stock registration and transfer records as the owners of, or otherwise having the authority to vote, all issued and outstanding shares of capital stock of PHYSICIAN'S LASER SERVICES, INC. (the "Corporation") do hereby execute, on behalf of the Corporation, the following Articles of Amendment to the Corporation's Articles of Incorporation, which amendment was approved by unanimous vote of the shareholders and directors of the Corporation on the 4th day of October, 1995:

§1. The classes of shares and total number of shares of each class authorized by the Corporation is hereby amended to change the number of shares of common stock authorized to be issued. Accordingly, article third of the Corporation's Articles of Incorporation is hereby amended to authorize the foregoing and shall read in its entirety as follows:

"THIRD: The corporation is hereby authorized to issue one class of capital stock, which shall be denominated as "common stock" for the purposes of prescribing a distinguishing designation for such class. The preferences, limitations and relative rights of such class of stock are as follows: registered owners thereof shall have full and unlimited rights to vote for all matters requiring shareholder approval either under the corporation's bylaws or under applicable Florida law. The total number of shares of common stock that the corporation is authorized to issue is ten million (10,000,000) shares, and all such shares shall have no par value.

The corporation shall be authorized, on the affirmative vote of the board of directors, to issue share dividends pursuant to § 607.0623, Florida Statutes.

§2. Article First of the Articles of Incorporation is hereby amended for the purpose of changing the name of the corporation and shall read in its entirety as follows:


"FIRST: The corporate name for the corporation (hereinafter called "corporation") shall be Physicians Laser Services of Florida, Inc."

§3. The Articles of Incorporation, as hereby amended, shall remain in full force and effect in all other particulars.

§4. These Articles of Amendment have been adopted and approved by unanimous consent of the registered owners of, or persons otherwise having the authority to vote, all issued and outstanding common stock of the Corporation, which is the only authorized and outstanding class of stock of the Corporation, and


the number of votes cast in favor of the amendment specified in these Articles of Amendment was sufficient for approval by said owners of the common stock. These Articles of Amendment have also been approved by unanimous consent of the shareholders acting in lieu of directors of the Corporation pursuant to §607.0803, Florida Statutes on the 4th day of October, 1995 and shall take effect immediately.


IN WITNESS WHEREOF, these Articles of Amendment have been executed in the name and on behalf of PHYSICIAN'S LASER SERVICES, INC. by its undersigned president this 4th day of October, 1995.


Gerard D. Grau, registered
shareholder

PHYSICIAN'S LASER SERVICES, INC.

By: 
Raymond F. Stack, president


Harold M. Yanowitch, as
secretary of corporation and
attorney-in-fact for share-
holder Barbara Yanowitch

X 
Rube J. Pardo, registered
shareholder