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Law Offices of
Frank Brady, P.A.
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Suite 341
Boca Raton, FL 33432
Phone: (407) 338-9256

FILED
95 MAY 22 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Frank R. Brady
Also admitted to New Jersey Bar

Fax: (407) 338-5824

May 16, 1995

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

Re: Broward Plastic Surgery Associates, P.A.

RECEIVED
FEB 22 1995
FEB 22 1995
FEB 22 1995

Gentlemen:

Enclosed is an original and copy of the executed Articles of Incorporation of Broward Plastic Surgery Associates, P.A., together with a check in the amount of \$122.50 in payment of the incorporation fees. Please file the enclosed articles of incorporation and return a certified copy thereof to me at your earliest convenience.

If you should have any questions concerning this matter, please feel free to call upon me.

Very truly yours,

FRANK BRADY, P.A.

By: Frank R. Brady
Frank R. Brady, Esq.

FRB/jb
enclosures

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Frank Brady GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principle address
DATE 5/24
DOC. EXAM. afg

ARTICLES OF INCORPORATION
OF
BROWARD PLASTIC SURGICAL ASSOCIATES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation under the Professional Service Corporation Act and the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is BROWARD PLASTIC SURGICAL ASSOCIATES, P.A.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations authorized to provide the professional services of physicians and surgeons, doctors of medicine and doctors of osteopathic medicine may be incorporated under the Professional Service Corporation Act and the Florida General Corporation Act. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of common stock having a par value of \$1 per share.

4.02 The initial shareholders of the corporation are Laurence Arnold, M.D., Steven Eisenstadt, M.D., Frank J. Iomagistro, M.D., and Vernon P. Turner, M.D., each of whom is a legal resident of Broward County, Florida.

ARTICLE FIVE

5.01 The mailing address of the Registered Office of this corporation is 370 Camino Gardens Blvd., Third Floor, Boca Raton, Florida 33432 Attn: Frank R. Brady, Esq.; and the principal place of business of the corporation shall be 4300 N. University Drive, Suite B 106, Lauderhill, Florida 33351.

5.02 The name and street address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is FRANK R. BRADY, Esq., 370 Camino Gardens Blvd., Third Floor, Boca Raton, Florida 33432.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is FRANK J. LOMAGISTRO, M.D., 4300 N. University Drive, Suite B 106, Lauderhill, Florida 33351.

6.02 Said incorporator is over the age of eighteen (18) years, sui juris and citizens of the United States.

ARTICLE SEVEN

7.01 The shareholders shall be empowered to manage the affairs of the corporation in lieu of a board of directors and shall do so until an election of directors is held at a duly constituted meeting of the shareholders. The board of directors shall consist of at least one director, but the Bylaws may provide for such increase or change, from time to time, in number thereof as is authorized by Florida law.

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

8.02 Pursuant to § 607.0627, Florida Statutes, the shares of common stock of the corporation shall be subject to restriction on any voluntary or involuntary Change of Control (hereinafter defined) without the prior written consent of the registered owners of at least eighty-five percent (85%) of the common stock registered as such immediately prior to any such Change of Control on the stock registration and transfer records maintained by the Corporation. The common stock of the corporation 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 registered owners of at least eighty-five percent (85%) of the common stock registered as such immediately prior to any such involuntary encumbrance, hypothecation or other alienation on the stock transfer and registration records maintained by the Corporation.

8.03 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 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.

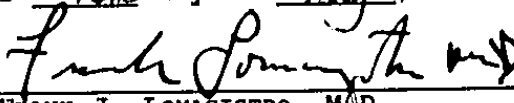
8.04 In the event that any or all shares of the Company's common stock are transferred or encumbered, whether voluntarily or involuntarily or whether by attachment, execution or other legal process, without such prior written consent thereto by the registered owner(s) of the requisite percentage of the then outstanding common 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 an involuntary transfer by attachment, execution or other legal process, shall immediately thereupon be deemed to be redeemed.

8.05 In accordance with the Florida General Corporation Act, a legend describing 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.

ARTICLE NINE

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes § 607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 16th day of May, 1995.


FRANK J. LOMAGISTRO, M.D.
Incorporator


STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
95 MAY 22 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Registered Office or Domicile for the
Service of Process Within the State of Florida and Naming Agent
Upon Whom Process May be Served.

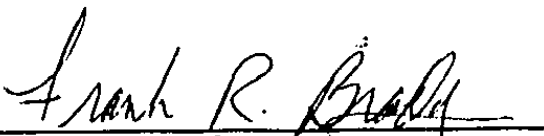
The following is submitted in compliance with Florida
Statutes:

BROWARD PLASTIC SURGICAL ASSOCIATES, P.A. is a corporation organized
under the laws of the State of Florida, with its Registered Office
located at 370 Camino Gardens
Blvd., Third Floor, Boca Raton, Florida 33432 Attn: Frank R. Brady,
Esq. The corporation has named FRANK R. BRADY, Esq. as its Registered
Agent authorized to accept service of process at said Registered
Office within this State.


FRANK J. LOMAGISTRO, M.D.,
Incorporator

ACCEPTANCE:

I, FRANK R. BRADY, Esq., hereby agree as Registered Agent for
BROWARD PLASTIC SURGICAL ASSOCIATES, P.A. to accept Service of Process;
to keep the office open during prescribed hours; and to post my
name (and any other officers of said corporation authorized to
accept service or process at the Florida designated address) in
some conspicuous place in said office as required by law.


FRANK R. BRADY, Esq.
Registered Agent