

P95000049316

WRIGHT, FULFORD, MOORHEAD & WITTEK, P.A.

ATTORNEYS

145 NORTH MAGNOLIA AVENUE

P. O. BOX 2828

ORLANDO, FLORIDA 32802

DONALD F. WRIGHT
WM. PATRICK FULFORD
TIMOTHY R. MOORHEAD
DAVID K. WITTEK
CURTIS L. BROWN

(407) 425-0234
TELE-FAX
(407) 425-0260

June 19, 1995

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: AMERICAN ASSOCIATION OF PLASTIC,
RECONSTRUCTIVE, AND COSMETIC SURGEONS, INC.

600001519546
-06/21/95--01068--004
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please Articles of Incorporation for the above entity for filing with the State. I have additionally enclosed my firm draft in the amount of \$122.50, which I understand is your fee for same.

If there is any question concerning this matter, please contact my office. Thank you for your attention to the enclosed.

With kindest regards, I remain,

Dmp
6/23/95

Very truly yours,

Pat Fulford

Wm. Patrick Fulford

"Signed in Mr. Fulford's
absence to avoid delay."

WPF/jdm/999-12
enclosed as stated

FILED
95 JUN 21 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
AMERICAN ASSOCIATION OF PLASTIC, RECONSTRUCTIVE AND COSMETIC
SURGEONS, INC.

95 JUN 21 PM 2:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be AMERICAN ASSOCIATION OF PLASTIC, RECONSTRUCTIVE AND COSMETIC SURGEONS, INC. The principal place of business and mailing address of AMERICAN ASSOCIATION OF PLASTIC, RECONSTRUCTIVE AND COSMETIC SURGEONS, INC., shall be 9430 Turkey Lake Road, Suite 212, Orlando, Florida 32819.

ARTICLE II
AUTHORIZED STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value Common Stock.

ARTICLE III
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the corporation.

ARTICLE IV
INCORPORATORS

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

NAME

ADDRESS

William Andrew Steele

931 West Oak Street
Kissimmee, Florida 34741

ARTICLE V
PREEMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights as set forth in Florida Statute §607.0630(2).

ARTICLE VI
INITIAL REGISTERED OFFICE,
REGISTERED AGENT AND RESIDENT AGENT

The street address of the initial registered office of this Corporation is 145 North Magnolia Avenue, Orlando, Florida, 32801. The name of the initial Registered Agent and Resident Agent of the Corporation is Wm. Patrick Fulford, Esquire.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
William Andrew Steele	931 West Oak Street Kissimmee, Florida 34741

ARTICLE VIII
PURPOSE

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X
DURATION

This corporation shall have perpetual existence.

ARTICLE XI
RESTRICTIONS ON TRANSFER OF STOCK

This corporation is authorized to place restrictions upon any stock authorized or issued by this Corporation and to enter into agreement with stockholders concerning any stock authorized or issued by this corporation in the following respects:

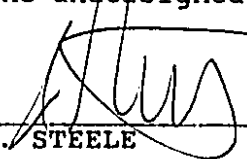
1. The transferability or assignment of such stock.

2. The preemptive right of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment.
3. The redemption or purchase of such stock by the Corporation.
4. The sale, pledge, and involuntary transfer of such stock.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____, 1995, being the sole stockholder, this date the undersigned adopts these Articles of Incorporation.

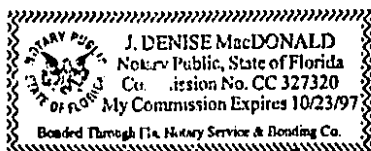


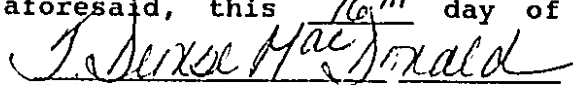
WILLIAM A. STEELE

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared WILLIAM A. STEELE, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and WILLIAM A. STEELE acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed. He is personally known to me or produced _____ as identification. WILLIAM A. STEELE (did)/(did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 16th day of June, 1995.





Notary Public, State of Florida

My commission expires: _____

FILED

ACCEPTANCE

95 JUN 21 PM 2:27

I HEREBY ACCEPT the appointment to act in the capacity of
Registered Agent and Resident Agent and agree to comply with the
provisions of the laws of the State of Florida relative to keeping
said offices open.

WM. Patrick Fulford

WM. PATRICK FULFORD, ESQUIRE

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and County set forth above, personally appeared WM.
PATRICK FULFORD, well known to me and known to me to be the person
who executed the foregoing Articles of Incorporation, and he
acknowledged to and before me that he executed said Articles of
Incorporation for the purposes therein expressed. He is personally
known to me or produced _____ as identification. WM.
PATRICK FULFORD (did)/(did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the State and County aforesaid, this 19th day of
June, 1995.

J. Denise MacDonald
Notary Public, State of Florida

My commission expires:

