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DIVISION OF CORPORATION

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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SERIALIZED FILED  
APR 1 1996  
FBI - MIAMI

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. ADVANCED PHYSICIAN LASER CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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96 APR -1 PM 1:15

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

04-1-96  
Examiner's Initials WJW

**ARTICLES OF INCORPORATION**  
**OF**  
**ADVANCED PHYSICIAN LASER CORP.**

53 SEP-1 PM 1:15

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **ADVANCED PHYSICIAN LASER CORP.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 166 Northeast 101st Street, Miami, Florida 33138 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Keith S. Sims
Vice-President:	Laura B. Sims, M.D.
Secretary:	Laura B. Sims, M.D.
Treasurer:	Keith S. Sims

whose addresses shall be the same as the principal office of the Corporation.



#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Kolth S. Sims

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **THREE HUNDRED THOUSAND (300,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



#### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



**AMERILAWYER<sup>®</sup>**

## **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

## **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**AMERILAWYER®**

IN WITNESS WHEREOF, I have hereunto set my hand and soul, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this MAR 29 1996.


  
Elsie Sanchez, Incorporator

SECRET - 1 PM 1:16

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered  
office of the Corporation name above, and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under Section 607.0505, Florida  
Statutes.

AmeriLawyer® Chartered

  
By: \_\_\_\_\_  
Lawrence J. Spiegel, President



**AMERILAWYER®**

343 ALMERIA AVENUE / CORAL GABLES, FL 33134 / TELEPHONE (305) 445-2700 / (800) 603-3900 / FACSIMILE (305) 447-8900  
MAILING ADDRESS: POST OFFICE BOX 144479 / CORAL GABLES, FL 33114-4479

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96 APR -4 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

96 APR -4 AM 10:03  
DIVISION OF CORPORATION

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gory  
Amend-

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ADVANCED PHYSICIAN LASER CORP.**

FILED  
96 APR -4 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 6 of the Articles of Incorporation of ADVANCED PHYSICIAN LASER CORP. states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **THREE HUNDRED THOUSAND** shares of common stock, each having the par value of ONE DOLLAR (\$1.00).

**SECOND:** The corporate capitalization of ADVANCED PHYSICIAN LASER CORP. will be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **THREE HUNDRED THOUSAND** shares of common stock, each having the par value of ONE TENTH OF A CENT (1/10¢).

**THIRD:** The date of the adoption of this amendment is the 3 April 1996.

**FOURTH:** Shareholder action was not required for these Articles because no shares of stock have been issued, this amendment was adopted by the Incorporator.





**FIFTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation of ADVANCED PHYSICIAN LASER CORP.

Signed this 3 April 1996.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

ARTAMEND.51K



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MIGUEL RODRIGUEZ-BETANCOURT, P.A.

ATTORNEY AT LAW

1780 WEST FLAGLER, CORAL GABLES, FLORIDA

33134

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55 SEP 25 PM 3:22

SEP 26 1996



Florida Department of State, Jim Smith, Secretary of State  
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA  
COUNTY OF DADE

I, Laura Beatrice Smith, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Laura Beatrice Smith, hereby resign as Vice President of  
(Title)  
Advanced Physician Center, Inc., a Florida corporation;  
(Name of Corporation)

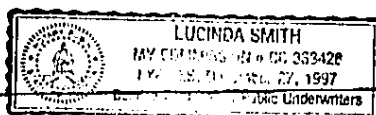
That the corporation has been notified in writing of the resignation.

[Signature]  
Signature of resigning officer/director

Sworn to and subscribed before me this 19th day of September 1996.

[Signature]  
NOTARY PUBLIC

My Commission Expires:



FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E044 (7-90)