

P960000-14886

1201 HAYS STREET
TALLAHASSEE, FL 32301-1000
800-442-0108
904-222-1177
FAX 904-222-0101



networks

PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 963988 80697A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 23, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 963988

CUSTOMER NO: 80697A

CUSTOMER: Diana Ross, Legal Asst
ADLER TOLAR & ADLER

Suite 4
1700 Northeast 26th Street
Fort Lauderdale, FL 33305

5/23/96 10:03:02
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 23 AM 10:45

DOMESTIC FILING

NAME: CENTER FOR LASER SURGERY AT
THE GALLERIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

789-612-671
W96-11057

96 MAY 23 AM 11:03
DIVISION OF CORPORATIONS
JF 5/28/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

May 23, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CENTER FOR LASER SURGERY AT THE GALLERIA, INC.
Ref. Number: W96000011057

We have received your document for CENTER FOR LASER SURGERY AT THE GALLERIA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00025902

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 23 PM 10:45

ARTICLES OF INCORPORATION

OF

CENTER FOR LASER SURGERY AT THE GALLERIA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 23 AM 10:46

ARTICLE I.

NAME

The name of this corporation is

CENTER FOR LASER SURGERY AT THE GALLERIA, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address
of this corporation is:

5200 Northeast 14th Way #303

Fort Lauderdale, Florida 33334

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE V.

CAPITAL STOCK

This corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no

voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
Class A Voting Common	\$.01 per share	<u>5,000,000</u> shares
Class B Non-Voting Common	\$.01 per share	<u>5,000,000</u> shares

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation is DIANA C. ROSS and the street address of the Registered Office is 5200 Northeast 14th Way #303, Fort Lauderdale, Florida 33334. The Registered Agent, by his execution of these Amended Articles of Incorporation, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.0501, Florida Statutes.

ARTICLE VII.

BOARD OF DIRECTORS

This corporation now has three (3) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The name of the existing directors of this corporation are:

- 1: MICHAEL M. MILLER
- 2: FRED HOWARD
- 3: DIANA C. ROSS

ARTICLE VIII.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX.

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.

ARTICLE X.

BYLAWS

The power to alter, amend, or repeal the initial Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders holding voting stock of the corporation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.S.:

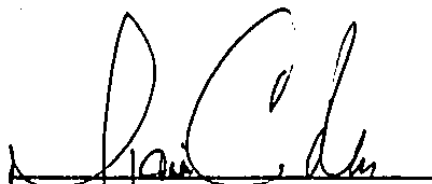
CENTER FOR LASER SURGERY AT THE GALLERIA, INC., organized under the laws of the State of Florida, with its principal office at 5200 Northeast 14th Way #303, Fort Lauderdale, Florida 33334, has named DIANA C. ROSS, located at 5200 Northeast 14th Way #303, Fort Lauderdale, Florida 33334 as its Agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

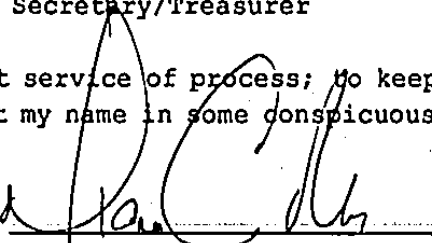
<u>Name & Title</u>	<u>Address</u>
MICHAEL M. MILLER - President	801 Arthur Godfrey Road #600 Miami Beach, FL 33140
FRED HOWARD - Vice President	c/o 5200 N.E. 14th Way #303 Fort Lauderdale, FL 33334
DIANA C. ROSS - Secretary Treasurer	5200 N.E. 14 Way - #303 Fort Lauderdale, FL 33334

NEWLY APPOINTED DIRECTORS:

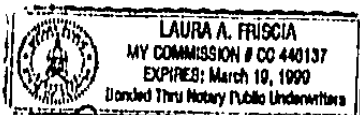
MICHAEL M. MILLER
FRED. HOWARD
DIANA C. ROSS


DIANA C. ROSS
Secretary/Treasurer

I agree, as Registered Agent, to accept service of process; to keep office open during prescribed hours; to post my name in some conspicuous place in office as required by law.


DIANA C. ROSS
Registered Agent

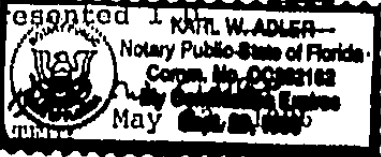
IN WITNESS WHEREOF, the undersigned, including all stockholders, certifies the unanimous adoption of the foregoing Amended Articles of Incorporation by the Board of Directors and Stockholders of the corporation pursuant to provisions of the initial Articles of Incorporation and By-Laws, and execute these Amended Articles of Incorporation this 22nd day of May, 1996.



[Signature]
DATED: 5.22.96.

Personally Known X

Presented I.D. ---



Personally Known X

Presented I.D. ---



ELAYNE FEINSTEIN
COMMISSION # CC 445530
EXPIRES MAR 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
DATED: 5-22-96
Personally Known X
Presented I.D. ---

STATE OF FLORIDA)
COUNTY OF BROWARD)

[Signature]

MICHAEL M. MILLER
PRESIDENT/Director

[Signature]

DIANA C. ROSS
SECRETARY/TREASURER/DIRECTOR
Registered Agent

[Signature]

FRED HOWARD
VICE PRESIDENT/Director

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAY 23 11:10:46