

P960000 61555

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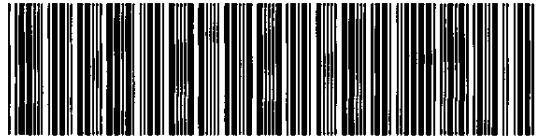
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FILED
09 MAY 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amended
17C
5/24/09
KC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Jose J. Rosales, M.D., P.A.

DOCUMENT NUMBER: P96000061555

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathy J. Tayon, Esq.
(Name of Contact Person)

Fowler White Boggs, P.A.
(Firm/ Company)

1200 East Las Olas Blvd.; Suite 400
(Address)

Fort Lauderdale, Florida 33301-
(City/ State and Zip Code)

For further information concerning this matter, please call:

Kathy Tayon at (954) 703-3903
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOSE J. ROSALES, M.D., P.A.

FILED
09 MAY 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. JOSE J. ROSALES, M.D., P.A., a Florida corporation (the "Corporation"), hereby amends and restates its articles of incorporation in its entirety to read as follows:

Article I
Name

The name of the Corporation is Orange City Laser Center, Inc. (the "Corporation").

Article II
Business of Corporation

The general nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of an aesthetic and laser center;

To engage in any activities, purposes and businesses permitted by law; and

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Amended and Restated Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

Article III
Principal Office and Mailing Address

The street address of the principal office and the mailing address of the Corporation is 1035 Town Center Drive, Orange City, Florida 32763.

Article IV

Shares

The Corporation shall have authority to issue 1000 shares of common stock, par value \$1.00 per share ("Common Stock"). Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held on all matters submitted to the shareholders for a vote.

Article V

Registered Agent and Office

The street address of the Corporation's registered office is 1035 Town Center Drive, Orange City, Florida 32763, and the name of the Corporation's registered agent at that address is Jose J. Rosales, M.D.

Article VI

Board of Directors

The Corporation shall have a Board of Directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of the initial director of this Corporation, who shall serve until the next annual meeting of the shareholders or until his successor or successors are elected and qualify, is:

Name

Address

Jose J. Rosales, M.D.

1035 Town Center Drive
Orange City, Florida 32763

Article VII

Term of Existence

The Corporation is to exist perpetually.

Article VIII

Indemnification

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

Article IX

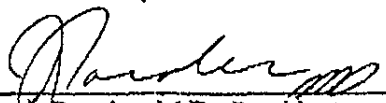
Incorporator

The name and addresses of the incorporator is Jose J. Rosales, M.D., at 1035 Town Center Drive, Orange City, Florida 32763.

2. These Amended and Restated Articles of Incorporation were unanimously adopted by the sole director and sole shareholder of the Corporation on August 15, 2008.

3. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State and shall supersede the Articles of Incorporation previously filed with the Florida Department.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation on this 15th day of August, 2008.

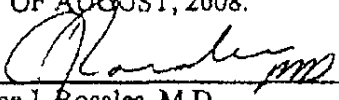


Jose J. Rosales, M.D., President
Jose J. Rosales, M.D., P.A.

Acceptance by Registered Agent

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION.

DATED THIS 15th DAY OF AUGUST, 2008.



Jose J. Rosales, M.D.

CERTIFICATE

Jose J. Rosales, M.D., P.A., through the action of the undersigned, the President of the Corporation, hereby certifies the following:

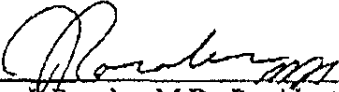
A. The name of the corporation is Jose J. Rosales, M.D., P.A. (the "Corporation").

B. The Amended and Restated Articles of Incorporation of Jose J. Rosales, M.D., P.A. contains amendments to the Corporation's Articles of Incorporation. Such amendments were unanimously approved and adopted on August 15, 2008 by the sole director and sole shareholder of the Corporation.

C. The text of each Amendment is set forth in Articles I, II, III, IV, V, VI, VII, VIII and IX in the attached Amended and Restated Articles of Incorporation of Jose J. Rosales, M.D., P.A.

D. The aforementioned amendments, and the Amended and Restated Articles of Incorporation of Jose J. Rosales, M.D., P.A. in its entirety, are effective upon filing with the Florida Department of State.

The undersigned, for purposes of certifying the information in the Amended and Restated Articles of Incorporation of Jose J. Rosales, M.D., P.A. and for purposes of meeting the requirements of Florida Statutes Section 607.1007(4), does hereby make and file this certification declaring and certifying that the facts stated herein are true.



Jose J. Rosales, M.D., President
Jose J. Rosales, M.D., P.A.