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SIMON SIMON P.A.

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PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: SIMON & SIMON P.A.  
DEPARTMENT OF STATE 9100 S DADELAND BLVD  
STATE OF FLORIDA SUITE 504  
409 EAST GAINES STREET MIAMI FL 33156- 01-  
TALLAHASSEE, FL 32399 CONTACT: GARY SIMON  
FAX: (904) 922-4000 PHONE: (305) 670-6750  
FAX: (305) 670-6776  
DOCUMENT TYPE: FLORIDA PROFIT  
CORPORATION OR P.A. OF

NAME: CENTRE ~~REDACTED~~ COSMETIC SURGERY, INC.  
FAX AUDIT NUMBER: H96000010607 CURRENT STATUS:  
REQUESTED  
DATE REQUESTED: 07/31/1996 TIME REQUESTED:  
13:57:28  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER:  
072720000232

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\*\* ENTER <CR> TO RETURN TO THE DOCUMENT LIST, ENTER 'M' FOR MENU.

*Handwritten:* This is corrected one as per our telephone conversation. Thank you.

*Handwritten signature:* [Signature]

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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H96000010607

**ARTICLES OF INCORPORATION****OF****CENTRE OF COSMETIC SURGERY, INC.**

The undersigned, desiring to form a corporation under the laws of the State of Florida, declare:

**ARTICLE I - NAME**

The name of this corporation is:  
**CENTRE OF COSMETIC SURGERY, INC.**

**ARTICLE II - PRINCIPAL ADDRESS**

The principal/mailling address of this corporation is:  
**12280 N.E. 14TH AVENUE, NORTH MIAMI, FLORIDA 33161**

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$1.00 of par value of common stock.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right to purchase his proportionate share thereof.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 9100 S. Dadeland Blvd., Suite 504, Miami, Florida 33156, and the name of the initial registered agent of this corporation at that address is: Gary P. Simon, which agent pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

**ARTICLE VI - INCORPORATOR**

The name and address of the person signing these Articles is:  
Gary P. Simon, 9100 S. Dadeland Blvd., Suite 504, Miami, Florida 33156.

**ARTICLE VII - BOARD OF DIRECTORS - INDEMNIFICATION**

This corporation shall have 2 director(s) initially. The

Gary P. Simon, Esq. Fla Bar #184309  
9100 S. Dadeland Blvd., Suite 504  
Miami, Florida 33156 (305) 670-6750

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number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By Laws. The name(s) and address(es) of the initial director(s) of this corporation is/are:

NAME	ADDRESS
Marc Osheroff	12280 N.E. 14th Avenue North Miami, Florida 33161
Neal Wittels	12280 N.E. 14th Avenue North Miami, Florida 33161

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore been or hereafter becoming a director, officers or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or committed by him as such director or officer or agent, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided, that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director or agent is liable for gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been made known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of such corporation

Gary P. Simon, Esq. Fla Bar #184309  
9100 S. Dadeland Blvd., Suite 504  
Miami, Florida 33156 (305) 670-6750

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who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer or such other corporation or not so interested.

**ARTICLE VIII - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and the laws of the State of Florida.

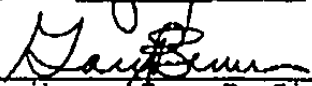
**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE X - BY LAWS**

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of July, 1996.

  
Subscriber - Gary P. Simon

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned having been named to accept service of process for the above Corporation at the place designated in Article V hereof, hereby accepts such agency. The undersigned is familiar with, and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

  
Registered Agent  
Gary P. Simon

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08/21/96

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3305 0700750

SIMON SIMON P.A.

001 002

**P960000064416**

**PUBLIC ACCESS SYSTEM**

(((H96000011656))) **ELECTRONIC FILING COVER SHEET**

**TO: DIVISION OF CORPORATIONS FROM: SIMON & SIMON P.A.**

**DEPARTMENT OF STATE 9100 S DADELAND BLVD**

**STATE OF FLORIDA SUITE 504**

**409 EAST GAINES STREET MIAMI FL 33156- 9-0000**

**TALLAHASSEE, FL 32399 CONTACT: GARY SIMON**

**FAX: (904) 922-4000 PHONE: (305) 670-6750**

**FAX: (305) 670-6776**

(((H96000011656))) **DOCUMENT TYPE: BASIC AMENDMENT**

**NAME: CENTRE OF COSMETIC SURGERY, INC.**

**FAX AUDIT NUMBER: H96000011656 CURRENT STATUS: REQUESTED**

**DATE REQUESTED: 08/21/1996 TIME REQUESTED: 09:50:33**

**CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0**

**NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX**

**ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072720000232**

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**96 AUG 22 AM 11:02**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**96 AUG 22 AM 7:52**

August 21, 1996

CENTRE OF COSMETIC SURGERY, INC.  
12280 N.E. 14TH AVENUE  
NORTH MIAMI, FL 33161

SUBJECT: CENTRE OF COSMETIC SURGERY, INC.  
REF: P96000064416

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in 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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000011656  
Letter Number: 296A00039776

FILED  
95 AUG 22 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
H96000011656

**CERTIFICATE OF FIRST AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CENTRE OF COSMETIC SURGERY, INC.,  
a Florida corporation**

The undersigned, being the Incorporator of CENTRE OF COSMETIC SURGERY, INC., a Florida corporation, hereby certifies that:

1. Article III of the Articles of Incorporation of CENTRE OF COSMETIC SURGERY, INC. is hereby deleted in its entirety and in lieu thereof the following is inserted:

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue 100,000 shares of \$0.01 of par value common stock.

2. The above amendment to the Articles of Incorporation which increases the number of authorized shares of common stock was authorized by vote of the incorporator and both of the directors at a meeting of the corporation on August 20, 1996, without shareholder action. No shares have been issued; therefore, shareholder action was not required.

7. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, this Certificate of First Amendment has been executed this 21 day of August, 1996.

  
Gary P. Simon, Incorporator

ATTEST:

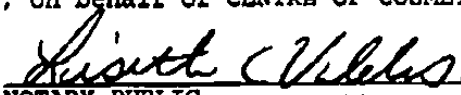
  
Secretary  
(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 21 day of August, 1996 by Gary P. Simon, on behalf of CENTRE OF COSMETIC SURGERY, INC.

My commission expires:

Gary P. Simon, Esquire  
9100 S. Dadeland Blvd, Suite 504  
Miami, FL 33156 (305) 670-6750  
Fla Bar No. 184309

  
NOTARY PUBLIC  
STATE OF FLORIDA  
MY COMMISSION # 00 417191  
EXPIRES: October 27, 1998  
Bonded Two Thirty Public Underwriters

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