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PRIORITIZED  
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 067946 80697A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 1996

ORDER TIME : 9:24 AM

ORDER NO. : 067946

CUSTOMER NO: 80697A

CUSTOMER: Diana Ross, Legal Asst  
ADLER TOLAR & ADLER

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

400001934464  
-08/28/96--01056--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: CENTER FOR LASER SURGERY AT  
BOCA/DELRAY, 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: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
STATE  
RECORDS  
DIVISION  
96 AUG 28 PM 2:11

RECEIVED  
96 AUG 28 AM 10:54  
DIVISION OF CORPORATION

8/28/96

ARTICLES OF INCORPORATION

OF

CENTER FOR LASER SURGERY AT BOCA/DELRAY, INC.

FILED  
CLERK OF STATE  
INCORPORATIONS  
96 AUG 22 PM 2:11

ARTICLE I.

NAME

The name of this corporation is

CENTER FOR LASER SURGERY AT BOCA/DELRAY, INC.

ARTICLE II.

PRINCIPAL OFFICE

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

5200 Northwest 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 Common Stock. 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	NO PAR VALUE	1,000 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 Northwest 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 two (2). The name of the existing directors of this corporation are:

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

## 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.

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 26<sup>th</sup> day of August, 1996.

A handwritten signature in dark ink, appearing to read "Diana C. Ross", is written over a horizontal line.

DIANA C. ROSS  
SECRETARY/TREASURER/DIRECTOR  
Registered Agent

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 BOCA/DELRAY, 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:

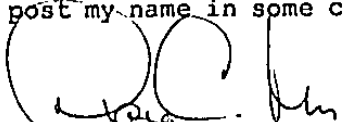
<u>Name &amp; Title</u>	<u>Address</u>
MICHAEL M. MILLER - President	801 Arthur Godfrey Road #600 Miami Beach, FL 33140
FRED HOWARD - Vice President	c/o 5200 N.E. 14th Way #303 Fort Lauderdale, FL 33334
DIANA C. ROSS - Secretary Treasurer	5200 N.E. 14 Way #303, Fort Lauderdale, FL 33334

NEWLY APPOINTED DIRECTORS:

MICHAEL M. MILLER  
FRED HOWARD  
JEROME LENTINI  
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

FILED STATE  
SECRETARY OF STATE  
JAN 29 PM 2:11