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ORLANDO, FLORIDA 32802

September 6, 1996

Florida Department of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

400001945804  
-09/12/96 --01045--017  
\*\*\*122.50 \*\*\*122.50

Re: Institute of Aesthetic Surgery, Professional Association

Ladies and Gentlemen:

I am enclosing the Articles of Incorporation for the above referenced to-be-formed professional association and a check in the amount of \$122.50 for the filing fee. Please process filing of the enclosed articles and transmit a certified copy to me at the earliest practicable date.

Please contact me if you have questions and thank you for your assistance.

Very truly yours,

Robert J. Gronek,  
Admitted Only in Ohio

RIG/mc  
Enclosures

corp name  
delete "A"  
QH  
9/13/96

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INSTITUTE OF AESTHETIC SURGERY, PROFESSIONAL ASSOCIATION

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The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, desiring to form a corporation for profit pursuant to the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be INSTITUTE OF AESTHETIC SURGERY, PROFESSIONAL ASSOCIATION.

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act 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 or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

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

The initial street address of the registered office of the corporation in the state of Florida is % KAY, PANZL & LATHAM, 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Christopher K. Kay.

**ARTICLE VI - INCORPORATOR**

The name and street address of the Incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Richard O. Gregory, M.D.	741 Front Street Suite 210 Celebration, Florida 34747

**ARTICLES VII - BOARD OF DIRECTORS**

The corporation shall initially have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by a resolution of a majority of the shareholders of the corporation but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

Richard O. Gregory, M.D.	741 Front Street Suite 210 Celebration, Florida 34747
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**ARTICLE VIII - SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on such person's continued rendering of such professional services, such person shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay such shareholder all amounts owing and lawfully due to such person by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE IX - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE X - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 741 Front Street, Suite 210, Celebration, Florida 34747.

**ARTICLE XI - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 3rd day of September 1996.

  
Richard O. Gregory, M.D. (Incorporator)

**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
  ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 3rd day of September 1996, by RICHARD C. GREGORY, M.D., as incorporator, who is personally known to me.



LINDA A. WILLIAMS  
My Comm Exp. 7/12/99  
Bonded By Service Ins  
[NOTARIAL SEAL] No. CC477821  
☑ Personally Known    [ ] Other I.D.

  
NOTARY PUBLIC  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, CHRISTOPHER K. KAY, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §807.0501 and §807.0506 of the Florida Business Corporation Act.

  
CHRISTOPHER K. KAY

SEP 12 11 15  
TALLAHASSEE, FLORIDA