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**Allweiss & Allweiss**  
Attorneys At Law  
A Partnership of P.A.'s

4020 Park Street North • Suite 202  
St. Petersburg, Florida 33709

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Telephone (813) 384-5515  
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November 11, 1996

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300002006133-7  
-11/15/96--0002--013  
\*\*\*\$78.75 \*\*\$78.75

RE: USA Laser, Inc.

Dear Sir/Madam:

Enclos please find USA Laser Inc.'s Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office. I have also enclosed a check in the amount of \$78.75 for your certificate and filing fees.

Should you have any questions or desire additional information, please do not hesitate to contact my office.

Sincerely,

ALLWEISS & ALLWEISS

*Michael D. Allweiss*  
Michael D. Allweiss

MDA/mls  
Encls.

cc: Mr. Peter J. Porcelli, Jr. (w/encls.)

FILED  
96 NOV 15 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL NOV 20 1996

**ARTICLES OF INCORPORATION  
OF  
USA LASER, INC.**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607.0202 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be USA LASER, INC.

**ARTICLE II - PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office and mailing address shall be at 6202 Benjamin Road, Suite 100  
Tampa, Florida 33634

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**ARTICLE III - CAPITAL STOCK**

The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be 4020 Park Street North, Suite 202, St. Petersburg, Florida 33709.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be MICHAEL D. ALLWEISS, ESQUIRE

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
PETER J. PORCELLI, JR.	6202 Benjamin Road Suite 100 Tampa, Florida 33634

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws

of the State of Florida, the undersigned executed these Articles of Incorporation on this  
1st day of NOV., 1996.

  
PETER J. PORCELLI, JR.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: USA LASER, INC.
  
2. The name and address of the registered agent and office is:

MICHAEL D. ALLWEISS, ESQUIRE  
(Name)

4020 Park Street North, Suite 202  
(P.O. Box not acceptable)

St. Petersburg, Florida 33709  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
(Signature)

10/30/96  
\_\_\_\_\_  
(Date)

**FILED**  
96 NOV 15 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA