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November 18, 1996

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REAL ESTATE

Corporate Records Bureau
Division of Corporate Records
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-11/20/96--01001--009
****122.50 ****122.50

RE: ADVANCED MEDICAL HAIR CENTERS
OF WEST FLORIDA, INC.
Our File No. 96-172-G

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation and the original Resident Agent form on the above mentioned Corporation. I am enclosing a check in the amount of \$122.50; \$35.00 for filing of the Articles of Incorporation, \$52.50 for certified copy of same and \$35.00 for the filing of the Registered Agent.

Please return the certified copy of the Articles of Incorporation to this office.

Very truly yours,

J. Steven Gribble

J. Steven Gribble

JSG/lmk
Encl.

NOV 25 1996 BSB
96 NOV 20 PM 2:57
FILED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FILED
96 NOV 20 PM 2:57
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ADVANCED MEDICAL HAIR CENTERS OF WEST FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be
ADVANCED MEDICAL HAIR CENTERS OF WEST FLORIDA, INC.

ARTICLE II.

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be in money, property, or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V.

BEGINNING DATE

The beginning date of this corporation shall be when these Articles are filed.

ARTICLE VI.

ADDRESS

The initial mailing address of the principal office of this corporation is: 540 NE 8th St., Fort Lauderdale, FL 33304. The directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This corporation shall have five directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

INITIAL DIRECTORS AND OFFICERS

The names and Post Office addresses of the members of the first Board of Directors and first officers are:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>
ROBERT V. MANDRACCIA, M.D. 4200 Steamboat Bend #402 Fort Myers, FL 33919	PRESIDENT & DIRECTOR
GERARD D. GRAU, M.D. 2500 Hibiscus Pl. Ft. Lauderdale, FL 33301	VICE-PRESIDENT & DIRECTOR
MARIO STEFAN, M.D. 23399 Water Circle Boca Raton, FL 33486	VICE-PRESIDENT & DIRECTOR
RICHARD BETANCOURT 6183 SW 6th St. Margate, FL 33068	TREASURER & DIRECTOR
FRED HARRIS 205 Dunwoody Lane Hollywood, FL 33021	SECRETARY & DIRECTOR

ARTICLE IX.

SUBSCRIBERS

The names and addresses of the several subscribers to these Articles of Incorporation, together with the number of shares of stock each agrees to take, and the value of the consideration thereof, are:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
ROBERT V. MANDRACCIA, M.D. 4200 Steamboat Bend #402 Fort Myers, FL 33919	200	\$200.00
GERARD D. GRAU, M.D. 2500 Hibiscus Pl Ft. Lauderdale, FL 33301	75	\$ 75.00
MARIO STEFAN, M.D. 23399 Water Circle Boca Raton, FL 33486	75	\$ 75.00
RICHARD BETANCOURT 6183 SW 6th St. Margate, FL 33068	75	\$ 75.00
FRED HARRIS 205 Dunwoody Lane Hollywood, FL 33021	75	\$ 75.00

ARTICLE X.

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of the corporation shall be

FRED HARRIS and Registered Office shall be 540 NE 8th St., Fort Lauderdale,
FL 33304.

ARTICLE XI.

PREEMPTIVE RIGHTS TO NEW STOCK ISSUE

The corporation shall have the power to grant to the stockholders of record at the time of the issuance of any additional stock beyond the originally authorized maximum number of shares of common stock previously provided for, full preemptive rights to the issuance of all new stock, in that such new stock shall be first offered to such registered stockholders for sale at the "stated" or "fixed" value thereof as determined by the Board of Directors, before said stock shall be offered for sale to persons other than said stockholders. The terms and other details of such offer including the time of this acceptance and the manner of payment shall be determined by the Board of Directors.

No stockholder of this corporation, however, shall be entitled to a right to purchase or subscribe for any part of the

unissued portion of the heretofore authorized maximum number of shares; nor to such new shares as are issued for the express purpose of requiring thereof, and in exchange for, additional property and assets for and by this corporation; nor to such new shares as are issued in furtherance and in completion of any merger or consolidation of this corporation with one or more corporations.

ARTICLE XII.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority vote of the stockholders entitled to vote thereon.

WE, THE UNDERSIGNED, being all of the original subscribers of the capital stock herein mentioned, and for the purpose of becoming a corporation for the transaction of business under the provisions of the laws of Florida, do make, sign, acknowledge and file in the office of the Secretary of State this Certificate of Incorporation.


WITNESS our respective hands and seals this 28th day of October, 1996.


ROBERT V. MANDRACCIA, M.D.


GERALD D. GRAU, M.D.


MARIO STEFAN, M.D.


RICHARD BETANCOURT


FRED HARRIS

STATE OF FLORIDA)
) SS.:
COUNTY OF)

The foregoing instrument was acknowledged before me this 28 day
October, 1996, by ROBERT V. MANDRACCIA, M.D.
who is personally known to me or who has produced his driver's
license, as identification and who
did take an oath.

My Commission Expires: ☒



Niruka Ustun
MY COMMISSION # CC494827 EXPIRES
September 11, 1999
BONDED THRU TROY FARM INSURANCE, INC.

NOTARY PUBLIC

Niruka Ustun
PRINT NAME

CC 494827
Serial Number

STATE OF FLORIDA)
) SS.:
COUNTY OF)

The foregoing instrument was acknowledged before me this 28 day
October, 1996, by GERARD D. GRAU, M.D.
who is personally known to me or who has produced
 , as identification and who
did take an oath.

My Commission Expires: ☒



Niruka Ustun
MY COMMISSION # CC494827 EXPIRES
September 11, 1999
BONDED THRU TROY FARM INSURANCE, INC.

NOTARY PUBLIC

Niruka Ustun
PRINT NAME

CC 494827
Serial Number

STATE OF FLORIDA)
) SS.:
COUNTY OF)

The foregoing instrument was acknowledged before me this 28th day
October, 1996, by MARIO STEFAN

who is personally known to me or who has produced ✓

_____, as identification and who
did _____ take an oath.

My Commission Expires: ✓



Nivka Usian
MY COMMISSION # CC494827 EXPIRES
September 11, 1998
BONDED TRULY TRUST INSURANCE, INC.

NOTARY PUBLIC

Nivka Usian
PRINT NAME

CC494827
Serial Number

STATE OF FLORIDA)
) SS.:
COUNTY OF ✓)

The foregoing instrument was acknowledged before me this 28 day
October, 1996, by RICHARD BETANCOURT

who is personally known to me or who has produced ✓

_____, as identification and who
did _____ take an oath.

My Commission Expires: ✓



Nivka Usian
MY COMMISSION # CC494827 EXPIRES
September 11, 1998
BONDED TRULY TRUST INSURANCE, INC.

NOTARY PUBLIC

Nivka Usian
PRINT NAME

CC494827
Serial Number

STATE OF FLORIDA)
) SS.:
COUNTY OF,)

The foregoing instrument was acknowledged before me this 28 day
October, 1996, by FRED HARRIS
who is personally known to me or who has produced _____
_____, as identification and who
did _____ take an oath.

My Commission Expires: ✓



Niurka Uslan
MY COMMISSION # CC494827 EXPIRES
September 11, 1999
BONDED BY THE FLORIDA INSURANCE CO.

NOTARY PUBLIC

✓ Niurka Uslan
PRINT NAME

✓ CC494827
Serial Number

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT ADVANCED MEDICAL HAIR CENTERS OF ^{WEST}FLORIDA, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED
FRED HARRIS LOCATED AT 540 NE 8th St., Fort Lauderdale, FL 33304
AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

SIGNATURE *Robert V. Mandraccia*
ROBERT V. MANDRACCIA, M.D.
TITLE PRESIDENT
DATE 10/28/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

SIGNATURE *Fred Harris*
(RESIDENT AGENT) FRED HARRIS
DATE 10/28/96

FILED
96 NOV 20 PM 2:57
TALLAHASSEE, FLORIDA