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LINDA CHAMBLISS
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February 3, 1997

Our File 97-105

Office of Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 33214

Re: New Horizons Center for Cosmetic Surgery, Inc.

000002078640--6

Dear Agent:

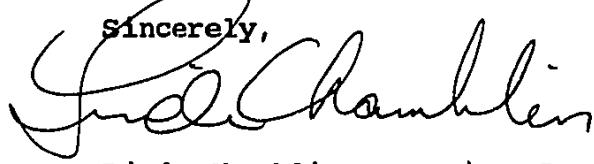
-02/05/97--01065-012
****122.50 ****122.50

You will find enclosed the original and one copy of the signed Articles of Incorporation for New Horizons Center for Cosmetic Surgery, Inc. and Acceptance of Registered Agent, together with our check in the amount of \$122.50 for filing fee.

Please file this corporation and furnish this office with a copy of the recorded Articles of Incorporation in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely,



Linda Chambliss

LC/rb
Enclosure

FEB 6 1997 BSB

FILED
97 FEB -5 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEW HORIZONS CENTER FOR COSMETIC SURGERY, INC.

FILED

97 FEB-5 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

NEW HORIZONS CENTER FOR COSMETIC SURGERY, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To perform plastic surgical procedures.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation be advantageously carried on in connection with, or auxiliary to, the foregoing.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a

single class and have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is, and its principal office and mailing address is:

220 S.W. 84th Avenue
Suite 203
Plantation, FL 33324

and the name of its registered agent at such address is:

ANTOINETTE CONWAY

ARTICLE VI

The number of directors of the corporation shall not be less than one and the number of directors constituting the initial Board of Directors of the corporation is one. The name and address of the person who is to serve as the initial Board of Directors and the initial officers of the corporation are:

Dr. Steven Eisenstadt
220 S.W. 84th Avenue
Suite 203
Plantation, FL 33324

ARTICLE VII

The name and address of the incorporator are:

Dr. Steven Eisenstadt
220 S.W. 84th Avenue
Suite 203
Plantation, FL 33324

ARTICLE VIII

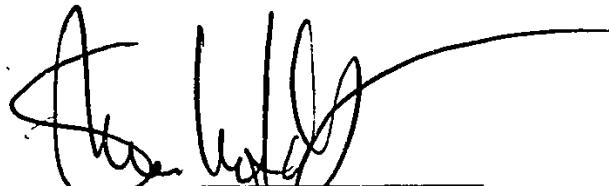
In all elections for director, every shareholder shall have the right to vote, in person or by proxy, for the number

of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as the number of directors multiplied by the number of his shares shall equal, or distribute them on the same principle among as many candidates as he shall think fit.

ARTICLE IX

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation and any securities of the corporation, convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

EXECUTED by the undersigned at Fort Lauderdale, Florida,
on the 28th day of January, 1997.



STEVEN EISENSTADT

STATE OF FLORIDA)
COUNTY OF BROWARD) SS.:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, STEVEN EISENSTADT, and personally known to me, to be the person described in and who executed the foregoing instrument and she acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last
aforesaid, this 28th day of January, 1997.

~~Notary Public~~
State of Florida at Large
CC

My Commission Expires:



ANTOINETTE CONWAY
My Comm Exp. 12/18/99
Bonded By Service Ins
No. CC519646
(1) Personally Known (1) Other I.D.

ACCEPTANCE OF REGISTERED AGENT

I, ANTOINETTE CONWAY, having been appointed registered agent of NEW HORIZONS CENTER FOR COSMETIC SURGERY, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ANTONETTE CONWAY

DATED: 28 January 1997