



THE UNITED STATES  
CORPORATION  
COMPANY

P970000 17754

ACCOUNT NO. : 072100000032

REFERENCE : 271967 80697A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 25, 1997

ORDER TIME : 10:19 AM

ORDER NO. : 271967-005

CUSTOMER NO: 80697A

CUSTOMER: Diana Ross, Legal Asst  
ADLER TOLAR & ADLER

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

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-02/25/97--01134--026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: A NEW YOU COSMETIC  
SURGERY CENTER, 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: Susana Romagosa

EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 25 PM 2:04

FILED

DMC  
2-25-97

ARTICLES OF INCORPORATION  
OF

A NEW YOU COSMETIC SURGERY CENTER, INC.

FILED

97 FEB 25 PM 2:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is

A NEW YOU COSMETIC SURGERY CENTER, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida; which purpose shall include, but not be limited to, any and all facets of the sales and marketing industry.

ARTICLE IV

This corporation is authorized to issue 100 shares of common stock with ONE DOLLAR (\$1.00) par value per share, which shall be designated "Common Shares."

## ARTICLE V

### Section 1.

Dividends: The directors may declare and pay dividends upon the Common Shares.

### Section 2.

Rights Upon Liquidation or Dissolution: In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

### Section 3.

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

## ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

#### ARTICLE VII

The street address of the initial principal office of this corporation is:

935 IntraCoastal Drive  
Fort Lauderdale, FL 33304

and the name of the initial Registered Agent of this corporation is:       DIANA C. ROSS

whose address is:

5200 Northeast 14th Way #303  
Ft Lauderdale, Florida 33334

#### ARTICLE VIII

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be more than FIVE (5) or less than one (1). The names and addresses of the initial directors of this corporation are:

MICHAEL M. MILLER:

801 Arthur Godfrey Drive #600  
Miami Beach, Florida 33136

DIANA C. ROSS:

5200 NE 14 Way #303  
Ft Lauderdale, Florida 33334

#### ARTICLE IX

The name and address of the person signing these Articles are:

DIANA C. ROSS:           5200 Northeast 14 Way #303  
                              Ft Lauderdale, Florida 33334

#### ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors acting alone and in the shareholders acting alone, except that only the shareholders shall have the power to adopt, alter, amend or repeal By-Laws effecting restrictions on the sale, transfer or other disposition of any corporation stock.

#### ARTICLE XII

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite his name:

MICHAEL M. MILLER: 10 SHARES  
DIANA C. ROSS: 15 SHARES  
FRED HOWARD: 3 SHARES

All shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to this corporation or, upon refusal, to the remaining shareholders. The price and terms at which and the time within which such shares may be offered and sold and, further, specifically to whom offered, shall be specified in detail in the By-Laws of this corporation.

The adoption, alteration, amendment or repeal of any By-Law dealing with transfer of stock shall require a unanimous vote of the shareholders of the corporation.

#### ARTICLE XIII


Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shareholders represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

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; however, a unanimous vote of the shareholders is required to amend or repeal any provisions contained in these Articles of Incorporation regarding the restrictions on ownership, transfer, sale or other disposition of stock.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24TH day of February, 1997.

  
\_\_\_\_\_  
DIANA C. ROSS

STATE OF FLORIDA            )

COUNTY OF BROWARD        )

THE FOREGOING instrument was acknowledged before me this 24th day of FEBRUARY, 1997, by who produced a Florida Driver's License as identification and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

Commission Expires:



Karl W. Adler  
MY COMMISSION # CC609206 EXPIRES  
December 18, 2000  
BONDED THRU TROY FAH INSURANCE, INC.

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,

A NEW COSMETIC SURGERY CENTER, INC., organized under the laws of the State  
of Florida, with its principal office at 935 IntraCoastal Drive, Ft  
Lauderdale, Florida 33304, 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:

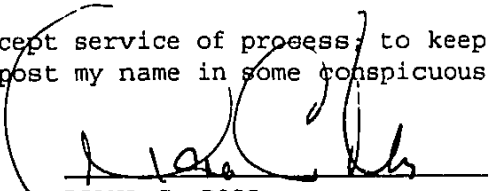
<u>Name &amp; Title</u>	<u>Address</u>
MICHAEL M. MILLER - President	801 Arthur Godfrey Road #600 Miami Beach, FL 33136
DIANA C. ROSS - Secretary/Treasurer	5200 NE 14 Way #303 Ft Lauderdale, FL 33334
FRED HOWARD - Vice President	935 IntraCoastal Drive Ft Lauderdale, FL 33304

NEWLY APPOINTED DIRECTORS:

N/A

  
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