

FROM : SOLDAMINI ACCOUNTING, P.A.

PHONE NO. : 941 521 2951

Mar. 10 1997 03:35PM P2

P97000027283

March 3, 1997  
Divisions of Corporations  
D.W. McKinnon, Division Director  
P.O. Box 6327  
Tallahassee, FL 32399

RE: Incorporation of New Business

Dear Sirs:

Enclosed are (1) articles of incorporation, (2) Certificate designating place of business, and (3) check in payment of incorporation fees as follows:

\$ 35.00 - Filing Fee - Profit Corporation  
52.50 - Charter Tax (Minimum)  
35.00 - Certificate Designating Registered Agent  
\$122.50 Total Check

Please return the certified copy of these articles of incorporation to our office.

Sincerely,

000002120140--5  
-03/21/97--01027--003  
\*\*\*\*122.50 \*\*\*\*122.50

Kenneth W. Fields  
President,  
Fields Hair Transplant Center, Inc.

5100 Tamiami Trail North #102  
Naples, FL 34103

9/11 14-3 0553

Kenneth gave  
permission to  
add RA acceptance  
BT 3/26

BT  
3/26

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 21 PM 1:30

**ARTICLES OF INCORPORATION**  
**OF**  
**FIELDS HAIR TRANSPLANT CENTER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 21 PM 1:30

The undersigned subscriber to these Articles of Incorporation, Kenneth W. Fields, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation is Fields Hair Transplant Center, Inc. The principal office and mailing address of the corporation is 5100 Tamiami Trail North, #102, Naples, Florida 34103.

**ARTICLE II**  
**DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**  
**CAPITAL STOCK**

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this

Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 5100 Tamiami Trail North, #102, Naples, Florida, and the name of the initial registered agent of the Corporation at that address is Kenneth W. Fields. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

#### **ARTICLE VI**

##### **DIRECTORS**

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

The following shall constitute the initial Board of Directors of this Corporation:

Kenneth W. Fields  
5100 Tamiami Trail, #102, Naples, Florida.

#### **ARTICLE VIII**

##### **INCORPORATORS**

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

NAME  
Kenneth W. Fields

ADDRESS  
5100 Tamiami Trail, #102  
Naples, Florida 34103

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 21 PM 1:30

ARTICLE IX

BY-LAWS

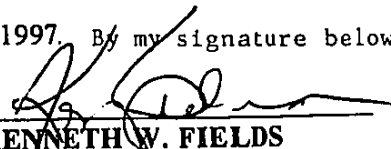
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 14 day of February, 1997. By my signature below I accept the designation as registered agent.

  
**KENNETH W. FIELDS**  
Incorporator/Registered Agent

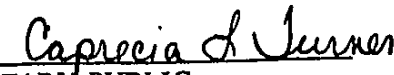
STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **KENNETH W. FIELDS**, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19<sup>th</sup> day of February, 1997.



Capricia L. Turner  
MY COMMISSION # CC497512 EXPIRES  
September 21, 1999  
BONDED THROUGH TROY FAIR INSURANCE, INC.

  
**NOTARY PUBLIC**  
State of Florida at Large

My commission expires: