

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 15 PM 12:49

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EFFECTIVE DATE

7-10-97

The Reguvenation
Clinic of Southwest
Florida, P.A.

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Name Reservation _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature _____

Requested by: CS

Name _____

Date 7/15

Time 10:00

Walk-In _____

Will Pick Up _____

DIVISION OF CORPORATIONS

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RECEIVED

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7-15-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

97 JUL 15 PM 12:49

THE REJUVENATION CLINIC OF SOUTHWEST FLORIDA, P.A.

EFFECTIVE DATE
7-10-97

ARTICLE I. NAME

The name of this corporation shall be:

The Rejuvenation Clinic of Southwest Florida, P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be on July 10, 1997. This corporation's duration shall be perpetual.

ARTICLE III. PROFESSIONAL SERVICE CORPORATION

Section A. License

This corporation is specifically formed for rendering the same professional service to the public that a physician duly licensed under the laws of this state, is authorized to render.

Section B. Powers

The powers of the corporation are to:

1. Have all of the powers stated in the applicable provisions of the Florida Statutes, applicable to this corporation, except to the extent that any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict with the provisions of said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.
2. Request changes in the Certificate Of Incorporation at any time pursuant to law.
3. Change the street address in this state of the principal office of the corporation and to establish, from time to time, other locations for corporate operations pursuant to the Bylaws, and without the necessity of amending the Certificate Of Incorporation.

4. Invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of its professional services.
5. Purchase and acquire, in accordance with law and the Bylaws, any or all of its shares, owned and held by any person or entity, who desires to sell, transfer, or otherwise dispose of the said shares.

Section C. Conflict Of Interest

Provided due notice is given to this corporation:

1. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.
2. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.
3. No contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

ARTICLE IV. PURPOSE

This corporation is being organized for the purpose of operating a laser skin and rejuvenation clinic and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 5,000 shares of common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Stephen Kaskie, M.D.
Deborah M. Maclean
4061 Bonita Beach Road, Suite 208
Bonita Springs, Florida 34134

ARTICLE VIII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED AGENT & OFFICE

The address of this corporation's principal office shall be:

4061 Bonita Beach Road, Suite 208
Bonita Springs, FL 34134.

The name and address of the individual who shall serve as this corporation's initial registered agent is:

Arlene F. Austin, Esq.
5811 Pelican Bay Blvd., Suite 206A
Naples, FL 34108.

ARTICLE XI. INCORPORATOR

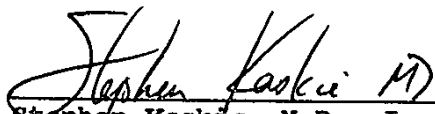
The names and addresses of the individual who shall serve as this corporation's sole incorporator are:

ARTICLE XI. SUBCHAPTER S ELECTION

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

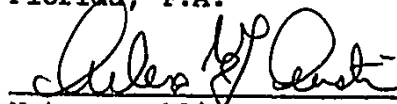
ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Stephen Kaskie, M.D., Incorporator

State Of Florida
County Of Collier

On July 10, 1997, Stephen Kaskie, M.D., designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me [], or produced a Florida driver's license as identification [], and who personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation Of The Rejuvenation Clinic of Southwest Florida, P.A.


Notary Public

ARLENE F. AUSTIN

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



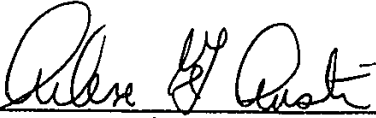
ARLENE F. AUSTIN
COMMISSION # CC 438483
EXPIRES JUL 9, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Designation of Resident Agent

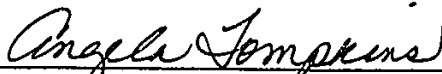
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I hereby accept my designation as resident agent and agree to serve as the resident agent of The Rejuvenation Clinic of Southwest Florida, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for The Rejuvenation Clinic of Southwest Florida, P.A.


Arlene F. Austin - Registered Agent

State Of Florida
County Of Collier

On July 7, 1997, Arlene F. Austin, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me [XX], or produced a Florida driver's license as identification [], and personally appeared before me at the time of notarization, and acknowledged signing this instrument.


Notary Public

Angela Tompkins
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number: (SEAL)



ANGELA TOMPKINS
MY COMMISSION # CC327845 EXPIRES
December 12, 1997
RENEWED THREE TIMES EACH YEAR, 1997.