

Watson & Osborne, P.A.
P98000036068

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

April 13, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000002490430--2
-04/16/98--01045--017
*****70.00 *****70.00

RE: Articles of Incorporation
JACKSONVILLE AESTHETICS, P.A. , Center for Aesthetic &
Laser Surgery

Dear Sir/Madam:

Enclosed please the original plus one copy of Articles of Incorporation for Jacksonville Aesthetics to be filed with the Florida Secretary of State. I am also enclosing our check in the amount of \$70.00 for the fee. Please return a filed copy to our office.

Should you have any questions or comments, please feel free to call.

Sarwan P. Jankonda

6002 Crowne Falls Pkwy
Heaver AL 35244

Debbie Ray
Debbie Ray
Senior Legal Assistant

dr

FILED
98 APR 16 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY APR 21 1998

BR 4-22-98

**ARTICLES OF INCORPORATION OF
JACKSONVILLE AESTHETICS, P.A.
Center for Aesthetic & Laser Surgery**

98 APR 16 PM 12:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of medical doctor in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is Jacksonville Aesthetics, P.A.,
Center for Aesthetic & Laser Surgery.

ARTICLE II

**PRINCIPAL OFFICE AND INITIAL
REGISTERED AGENT**

The address of the corporation's principal office is 4221 Southpoint Parkway, Jacksonville, Duval County, Florida 32216. The name of the initial registered agent of the corporation, located at the office, is Sarvam P. TerKonda.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE IV

PURPOSE

This corporation is organized for the following purposes:

a. to engage in the practice of medicine as a professional corporation and to own and/or operate a medical clinic for the purposes of providing medical care and treatment.

b. to promote medical, surgical and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of professional medical services.

c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is

not forbidden by Florida laws or by the provisions of the articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1,000 shares. These shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of offering medical services is not less than \$ 100.00.

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Sarvam P. TerKonda
4221 Southpoint Parkway
Jacksonville, Florida 32216

ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

Sarvam P. TerKonda
4221 Southpoint Parkway
Jacksonville, Florida 32216

The initial director shall hold office until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholder(s).

ARTICLE X

BYLAWS

The initial director shall adopt bylaws of the corporation within a one hundred twenty (120) days following the issuance of the Certificate of Incorporation. The internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholder(s); or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholder(s) pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE XII


SUBCHAPTER "S"

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

Executed by the undersigned at Jacksonville, Florida on this
8th day of April, 1998.

WITNESSES:

INCORPORATOR:

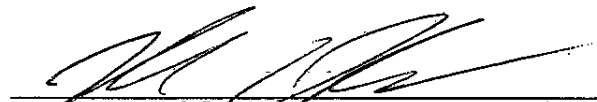

Delvora R. Ray


Sarvam P. TerKonda

STATE OF FLORIDA
COUNTY OF DUVAL

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

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of April, 1998.


Notary Public, State of Florida
My Commission Expires:
SEAL

INITIAL REGISTERED AGENT OF JACKSONVILLE AESTHETICS, P.A.

The address of the initial registered agent of the corporation is 4221 Southpoint Parkway, Jacksonville, Florida 32216, and the name of its initial registered agent at such address is Sarvam P. TerKonda.

By his signature below, Sarvam P. TerKonda accepts designation as registered agent of JACKSONVILLE AESTHETICS, P.A., Center for Aesthetic and Laser Surgery.


SARVAM P. TERKONDA

FILED
98 APR 16 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA