

P98000046342

**J. GLENN ROBBINS
ACCOUNTANT
5105 JOHN ANDERSON HWY.
FLAGLER BEACH, FL 32136
(904) 439-1645**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 20 PM 12:16

MAY 12, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

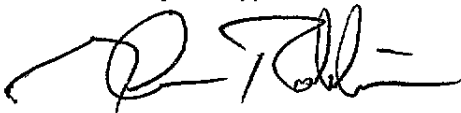
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*****70.00 *****70.00

Gentlemen:

Enclosed are Articles of Incorporation of Plastic Surgeons, Inc. to be filed.
A check in the amount of \$70.00 is also enclosed to cover filing fees. Please
return acknowledgment to me at the above address.

Please call if you have any questions.

Yours very truly,



D. BROWN MAY 22 1998

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ARTICLES OF INCORPORATION
OF
PLASTIC SURGEONS, INC.

ARTICLE I - NAME

The name of this corporation is: Plastic Surgeons, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE, MAILING OFFICE,
AND REGISTERED AGENTS OFFICE**

The street address of the initial registered office, mailing office, and registered agent's office of this corporation is 5111-6 Baymeadows Road, Suite 251, Jacksonville, FL 32217.

The name of the initial registered agent of this corporation is James M. Roberson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

NAME

James M. Roberson, President/Treasurer/Secretary

ADDRESS

5111-6 Baymeadows Rd, Suite 251
Jacksonville, FL 32217

ARTICLE VIII - INCORPORATORS

NAME

James M. Roberson

ADDRESS

5111-6 Baymeadows Road, Suite 251
Jacksonville, FL 32217

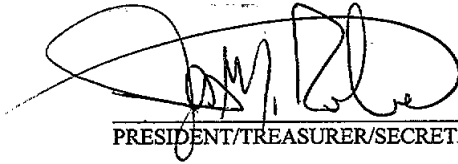
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of April, 1998.

A handwritten signature in black ink, appearing to be "JMR", is written over a horizontal line.

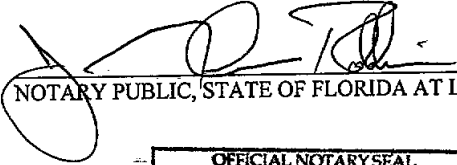
PRESIDENT/TREASURER/SECRETARY

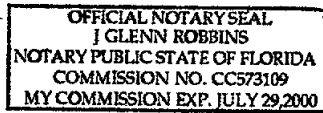
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared James Roberson, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24th day of April, 1998.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

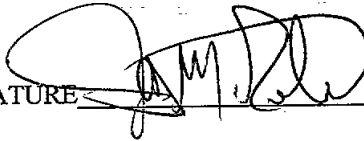


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - That James Roberson, desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at the City of Jacksonville, State of Florida,
has named James M. Roberson, located at 5111-6 Baymeadows Road, Suite 251,
Jacksonville, FL 32217 as its agent to accept service of process within Florida.

SIGNATURE

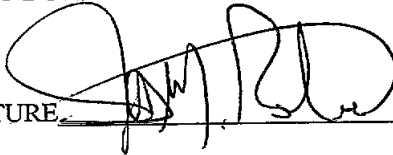


TITLE: PRESIDENT

DATE: APRIL 24, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CAPTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE: APRIL 24, 1998

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