

6/19/98
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Charter Number Only

VALIDATION ONLY

Requestor's Name
Address
City State ZIP Phone

BR

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-06/22/98-01005--013
***122.50 ***122.50

CORPORATION(S) NAME

Cosmetic Surgery Centers of the Americas Inc.

FILED
98 JUN 22 AM 11:19
RECEIVED
98 JUN 22 AM 9:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Order |

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Certified Copy



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
COSMETIC SURGERY CENTERS OF THE AMERICAS INC

98 JUN 22 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: Cosmetic Surgery Centers of the Americas *INC.*

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$1.00 par value.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 3111 University Drive, Suite 725, Coral Springs, FL 33065

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself/herself or any firm, association or corporation in which s/he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that s/he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of two directors. The initial Board of Directors shall consist of:

Joseph S. Feinberg
Suzanne R. Zeif

ARTICLE IX - INCORPORATOR

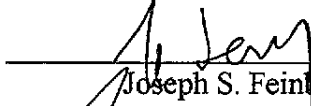
The names and addresses of the incorporators are:

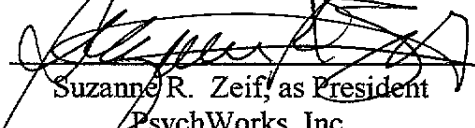
Joseph S. Feinberg
5571 N.W. 51st Avenue
Coconut Creek, FL 33073

PsychWorks, Inc.
3111 University Drive, Suite 725
Coral Springs, FL 33065

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this 18th day of June, 1998.

Incorporator:



Joseph S. Feinberg


Suzanne R. Zeif, as President
PsychWorks, Inc.

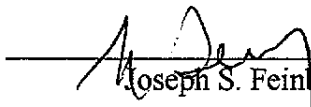
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. *Cosmetic Surgery Centers of the Americas, Inc.*
a corporation organizing under the laws of the State of Florida, with its principal office located at 3111 University Dr., Ste. 725 has named, Joseph S. Feinberg as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in office as required by law.

Registered Agent:



Joseph S. Feinberg

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TALLAHASSEE, FLORIDA