

P98000083976

DATE: 09/21/98

**EFFECTIVE DATE**  
9-21-98

Please, send me back the documents for: D I CENTER FOR COSMETIC  
SURGERY, INC.  
to the following address:

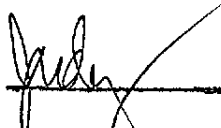
AMITY INSURANCE  
405 E 1st AVE  
HALEAH, FL, 33010

800002650928--3  
-09/29/98--01010--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should you have any question, please contact : Alma Echeverria, 305-884-4900.

Print name: SARA MARTINEZ

Signature: 

 GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Print address  
DATE 9-29-98  
DOC. EXAM CB

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DIVISION OF REGISTRATIONS  
TALLAHASSEE, FLORIDA

CB  
9-29-98  
7

ARTICLES OF INCORPORATION

EFFECTIVE DATE  
9-21-98

ARTICLE ONE

NAME :

THE NAME OF THE CORPORATION SHALL BE :  
D I CENTER FOR COSMETIC SURGERY , INC.

ARTICLE TWO

NATURE OF BUSINESS :

COSMETIC SURGERY

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS  
PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA  
AND THE LAWS OF THE ESTATE OF FLORIDA.

ARTICLE THREE

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS  
SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE  
OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL  
BEGIN:09/21/98\_

ARTICLE FOUR

MINIMUM CAPITAL :

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN  
BUSINESS SHALL NOT BE LESS THAN TWO-HUNDRED FIFTY DOLLARS  
( \$ 250.00) OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY  
LAW. THE INITIAL CAPITAL IS : \$ 2500.00

ARTICLE FIVE

NUMBER OF DIRECTORS

THIS CORPORATION SHALL AT ALL TIMES HAVE AT LEAST ONE  
DIRECTOR WHO IS A CITIZEN OR RESIDENT OF THE UNITED STATES  
OF AMERICA. THE STOCKHOLDERS OF THE CORPORATION MAY FROM  
TIME TO TIME, AND AT ANY TIME, INCREASE OR DIMINISH THE SIZE

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OF THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED THAT:  
THE CORPORATION SHALL AT ALL TIMES HAVE A MINIMUM OF ONE DIRECTOR.

#### ARTICLE SIX

##### CLASSES OF DIRECTORS :

THE BY-LAWS OF THE CORPORATION MAY PROVIDE THAT THE DIRECTORS BE DIVIDED INTO TWO OR MORE CLASSES WHOSE TERMS OF OFFICE SHALL RESPECTIVELY EXPIRE AT DIFFERENT TIMES, PROVIDED THAT NO SUCH TERMS SHALL CONTINUE LONGER THAN THREE (3) YEARS, AND PROVIDED FURTHER THAT AT LEAST ONE-FOURTH IN NUMBER OF DIRECTORS SHALL BE ELECTED ANNUALLY.

#### ARTICLE SEVEN

THIS CERTIFICATE OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

#### ARTICLE EIGHT

##### CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.

B. AUTHORIZED: THE NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS 50 SHARES.

C. PAR VALUE : EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF :NO PAR

D. CONSIDERATION: SHARES OF COMMON STOCK MAY ISSUED IN EXCHANGE FOR CASH, REAL PROPERTY, LABOR OR SERVICES RENDERED, OR ANY OF THE FOREGOING COMBINATIONS, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE CONCLUSIVE.

E. NONASSESABILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION WHICH IS AT LEAST EQUAL

TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NONASSESSABLE.

F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK SHALL ENTITLE THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETING OF THE STOCKHOLDERS OF THE CORPORATION.

G. ACCUMULATIVE VOTING. NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF ACCUMULATIVE VOTING.

H. DIVIDENDS: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY DIVIDENDS THAT MAY BE DECLARED BY THE BOAR OF DIRECTORS OUT OF ASSETS LEGALLY AVAILABLE FOR SUCH PURPOSE.

I. LIQUIDATION RIGHTS: HOLDERS OF COMMON STOCK ARE ENTITLED, IN THE EVENT OF LIQUIDATION OR DISSOLUTION OF THIS CORPORATION, TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

REGISTERED AGENT SUBSCRIBER / INITIAL DIRECTOR AND  
INITIAL PRINCIPAL OFFICE

THE UNDERSIGNED INDIVIDUAL, A UNITED STATES CITIZEN OR  
RESIDENT COMPETENT TO CONTRACT, EXECUTES THIS CERTIFICATE  
OF INCORPORATION AS SOLE SUBSCRIBER, INITIAL DIRECTOR, AND  
FIRST REGISTERED AGENT. THE UNDER-SIGNED INDIVIDUAL SHALL  
HOLD OFFICE AS A DIRECTOR AND REGISTERED AGENT UNTIL HIS/HER  
SUCCESSORS HAVE QUALIFIED, FOLLOWING THEIR ELECTION OR  
APPOINTMENT. THE STREET ADDRESS OF SUCH INDIVIDUAL SHALL  
BE THE INITIAL STREET ADDRESS IN FLORIDA OF THE PRINCIPAL  
OFFICE OF THIS CORPORATION. THIS CORPORATION MAY CHANGE ITS  
REGISTERED AGENT AND PRINCIPAL OFFICE AT ANY TIME.

SUBSCRIBER/REGISTERED AGENT: SARA MARTINEZ

(SS#265-78-8422 ) SIGNATURE  
STREET ADDRESS/ PRINCIPAL OFFICE:  
500 MINOLA DR. MIAMI SPRINGS FL. 33166  
DIRECTOR:

( SS# ) SIGNATURE  
STREET ADDRESS/ DIRECTOR:

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER DOES, MAKE  
SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE  
PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAWS  
OF THE STATE OF FLORIDA.

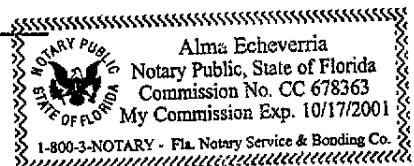
DATE 09/21/98. SIGNATURE

STATE OF FLORIDA /COUNTY OF DADE  
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED,  
SARA MARTINEZ TO ME WELL KNOWN, AND  
KNOWN TO ME THE INDIVIDUAL DESCRIBED IN, AND WHO EXECUTED  
THE FOREGOING CERTIFICATE OF INCORPORATION, AND WHO ACKNOW-  
LEDGE BEFORE ME THAT THE SAME WAS EXECUTED FOR THE PURPOSE  
THEREIN EXPRESSED.

IN WITNESS WHEREOF I HAVE HEREUNTO AFFIXED MY HAND AND  
OFFICIAL SEAL, AT HIALEAH, DADE COUNTY, FLORIDA.

DATE. 09/21/98, 1998

ALMA ECHEVERRIA  
NOTARY PUBLIC



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

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IN PURSUANCE OF CHARTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT.

FIRST THAT :SARA MARTINEZ( SS#265-78-8422 ) IS  
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF  
INCORPORATION AT THE CITY OF: MIAMI

COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS

NAMED REGISTERED AGENT OF: D I CENTER FOR COSMETIC  
SURGERY, INC\_

LOCATED AT: 500 MINOLA DR., MIAMI SPRINGS, FL. 33166

COUNTY OF: MIAMI-DADE STATE OF: FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE

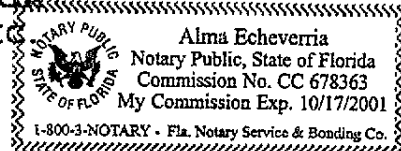
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ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND  
AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO  
KEEPING OPEN SAID OFFICE.

SARA MARTINEZ  
(REGISTERED AGENT)

Alma Echeverria  
ALMA ECHEVERRIA  
NOTARY PUBLIC



# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: D I CENTER FOR COSMETIC SURGERY, INC.

2. The name and address of the registered agent and office is:

SARA MARTINEZ

(Name)

500 MINOLA DR.

(P.O. Box not acceptable)

MIAMI SPRINGS FL. 33166

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

09/21/98

(Date)

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