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C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

400002663624--7

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Centers for Cosmetic Surgery, Inc.

FILED  
98 OCT 14 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

*Walk in  
Pick up*

*Please back date  
Thanks*

October 14, 1998

CT CORPORATION SYSTEM

SUBJECT: COSMETIC SURGERY CENTERS, INC.  
Ref. Number: W98000023363

We have received your document for COSMETIC SURGERY CENTERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 998A00050963

*[Faint, illegible stamp]*

98 OCT 26 AM 10:11

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CENTERS FOR COSMETIC SURGERY, INC.**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Business Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation shall be: Centers For Cosmetic Surgery, Inc.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The corporation is organized for the purpose of engaging in any lawful act, activity and/or business for which corporations may be organized under the Act.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue is ten thousand (10,000) shares of common capital stock of the par value of one cent (\$0.01) each.

**ARTICLE V**

The principal place of business and mailing address of this corporation shall be: 1911 North Mills Avenue, Orlando, Florida 32803.

**ARTICLE VI**

The address of its initial registered office is 1911 North Mills Avenue, Orlando, Florida 32803, and the name of its initial registered agent at such address is Michelle Mathey.

**ARTICLE VII**

The name and address of the incorporator to these Articles of Incorporation is:

**Name**

**Address**

Michelle Mathey

1911 North Mills Avenue  
Orlando, Florida 32803

## ARTICLE VIII

The number of directors of this corporation shall be not less than one (1) nor more than nine (9), the exact number to be fixed from time to time in the manner provided in the Bylaws of the corporation. The number of directors constituting the initial Board of Directors is two (2), and the name and address of such persons who are to serve as directors until the first annual meeting of the shareholders or until his/her successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Thomas R. Whatley	1911 North Mills Avenue Orlando, Florida 32803
G. Brock Magruder, Sr., M.D.	1911 North Mills Avenue Orlando, Florida 32803

The Board of Directors shall have the power to alter, amend or repeal the Bylaws of the corporation or to adopt new Bylaws.

## ARTICLE IX

The Board of Directors of the corporation, in its sole discretion, shall have the power, on behalf of the corporation, to indemnify persons for whom indemnification is permitted by the Act to the fullest extent permissible under the Act, and may purchase such liability, indemnification and/or other similar insurance as the Board of Directors from time to time shall deem necessary or appropriate, in its sole discretion.

The corporation may purchase and maintain liability, indemnification and/or other similar insurance on behalf of itself, and/or for any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against and/or incurred by the corporation or person serving in such a capacity or arising out of his/her/its status as such a person or entity, whether or not the corporation would otherwise have the power to indemnify such person against that liability.

The power to indemnify and/or obtain insurance provided in this Article IX shall be cumulative of any other power of the Board of Directors and/or any rights to which such a person or entity may be entitled by law, the Articles of Incorporation and/or Bylaws of the corporation, contract, other agreement, vote or otherwise.

## ARTICLE X

The right to cumulate votes in the election of directors, and/or cumulative voting by any shareholder, is hereby expressly denied.

## ARTICLE XI

No shareholder of this corporation shall, by reason of his holding shares of any class of stock of this corporation, have any preemptive or preferential right to purchase or subscribe for any shares of any class of stock of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, at its discretion, from time to time may grant, and at such price as the Board of Directors at its discretion may fix; and the Board of Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class without offering any such shares of any class or such notes, debentures, bonds or other securities either in whole or in part to the existing shareholders of any class.

## ARTICLE XII

No contract or other transaction between this corporation and any person, firm, association or corporation and no act of this corporation, shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of this corporation is pecuniarily or otherwise interested, directly or indirectly, in such contract, transaction or act, or is related to or interested in such person, firm, association or corporation as a director, shareholder, officer, employee, member or otherwise. Any director so interested or related who is present at any meeting of the Board of Directors or committee of directors at which action on any such contract, transaction or act is taken may be counted in determining the presence of a quorum at such meeting and the vote at such meeting of any such director may be counted in determining the approval of any such contract, transaction or act. No director so interested or related shall, because of such interest or relationship, be disqualified from holding his office or be liable to the corporation or to any shareholder or creditor thereof for any loss incurred by this corporation under or by reason of such contract, transaction or act, or be accountable for any gains or profits he may have realized therein.

IN WITNESS WHEREOF, I have hereunto set my hand, this 12th day of October,  
1998.



Michelle Mathey

Registered Agent Certification

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.

IN WITNESS WHEREOF, I have hereunto set my hand, this 12th day of October,  
1998.

  
\_\_\_\_\_  
Michelle Mathey

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98 OCT 14 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA