

1201 HAYS STREET

LANASH, FL 33001

800-3-0086

904-231-1111
904-231-1112



ACCOUNT NO. : 072100000032

REFERENCE : 607383 11310A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

81001001150118053
+5 31 95--01032--001
*****70,00 *****70,00

ORDER DATE : May 31, 1995

ORDER TIME : 9:41 AM

ORDER NO. : 607383

CUSTOMER NO: 11310A

CUSTOMER: Alan S. Gassman, Esq
ALAN S. GASSMAN, PA

Suite 102
1245 Court Street
Clearwater, FL 34616

SECRET
MAY 31 1995
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: HERNANDO SKIN AND CANCER
CENTER, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN

MAY 31 1995

FILED
95 MAY 31 PM 1:37
SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HERNANDO SKIN AND CANCER CENTER, INC.**

FILED
95 MAY 31 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, on behalf of a duly licensed Doctor of Medicine in the State of Florida desiring to form a Professional Corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be HERNANDO SKIN AND CANCER CENTER, INC. and its principal business address shall be 4624 Lake in the Woods Drive, Spring Hill, FL 34607.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

A. To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

B. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

C. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

D. To form and become a participant in any partnership, limited partnership, or joint venture with any individuals, firms,

corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation or other entity.

E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

F. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Corporation Act a currently enacted and as may be hereafter amended or suspended by any other statute.

ARTICLE III

DURATION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

ARTICLE IV

PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida pursuant to Florida Statutes. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of medical practice.

ARTICLE V

INCORPORATOR/REGISTERED AGENT

The name and post office address of the sole incorporator and registered agent is:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, Florida 34616

ARTICLE VI

DIRECTOR

The name and address of the first Board of Directors is:

Oliver M. Reed, MD
4624 Lake in the Woods Drive
Spring Hill, FL 34607

ARTICLE VII

SHARE STRUCTURE

7.1 The maximum number of shares that the Corporation is authorized to have outstanding is one thousand (1,000) shares. All shares shall be common with a par value of one dollar (\$1.00) per share.

7.2 No share of stock of this Corporation shall be issued or transferred to any person who is not a licensed Doctor of medicine.

7.3 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

7.4 To the extent permissible under the laws of the State of Florida, consent by the vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by laws of the state of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the

shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE VIII

STATED CAPITAL

The amount of capital with which the Corporation shall begin business is five hundred dollars (\$500.00).

ARTICLE IX

AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each withstanding that her or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

ARTICLE X

INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee or a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

No director or officer shall be accountable or responsible to the Corporation of or in respect to any act of the Corporation for any gains or profits directly or indirectly realized by reason of the fact that the Director or officer or any firm of which he or she is a member; any corporation of which her or she is an officer, shareholder, director, or trustee; any trust of which he or she is connected is interested in the act. The fact that the director or officer, or that the firms, corporation, trust of other entity is interested shall be disclosed or shall have been known to the Board of Directors at which action in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take

any action within the scope of his or her authority, respecting any act, with like force and effect as if her or she, or any other entity with which her or se is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question is whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE XI

INDEMNIFICATION

11.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

11.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President of the Secretary (unless the President and Secretary are

both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within sixty (60) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or employee demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal officer, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 11.1. If the court determines that the conduct of the officer, director or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE XII

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE XIII

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be a valid as though it had been authorized at a meeting of the Board of Directors.

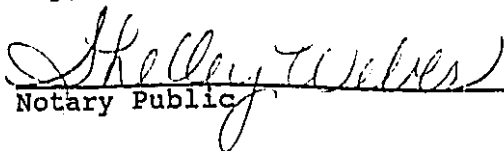
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of May, 1995.


_____(SEAL)
ALAN S. GASSMAN, ESQUIRE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the state and county above named to take acknowledgments, personally appeared ALAN S. GASSMAN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above-named, this 24th day of May, 1995.



Notary Public

My Commission Expires:

Read\Corp\Articles
1995 5-24-95



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VI of these Articles of Incorporation, the undersigned Sole Incorporator/Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, Florida 34616

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.


_____(SEAL)
ALAN S. GASSMAN, ESQUIRE

FILED
95 MAY 31 PM 1:37
SECRET
STATE
TALLAHASSEE, FLORIDA

800-342-8085

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 612786 11310A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 9, 1995

ORDER TIME : 8:28 AM

ORDER NO. : 612786

CUSTOMER NO: 11310A

CUSTOMER: Alan S. Gassman, Esq
Alan S. Gassman, Pa
Suite 102
1245 Court Street
Clearwater, FL 34616

DOMESTIC AMENDMENT FILING

NAME: HERNANDO SKIN AND CANCER
CENTER, P.A.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX _____
CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

FILED
95 JUN 12 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/13
 Jory
 Amended.
 Restated,
 + Name Change



RECEIVED

FLORIDA DEPARTMENT OF STATE JUN 13 PM 12:12

Sandra B. Mortham

Secretary of State

DIVISION OF CORPORATION

June 12, 1995

CSC NETWORKS
KAREN
TALLAHASSEE, FL

Please give the 12th's file date

SUBJECT: HERNANDO SKIN AND CANCER CENTER, INC.
Ref. Number: P95000042314

We have received your document for HERNANDO SKIN AND CANCER CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the directors should be included in Article VI --- the document currently contains only the address of the directors.

Please return 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 695A00028720

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HERNANDO SKIN AND CANCER CENTER, INC.**

FILED
95 JUN 12 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, as acting Assistant Vice President and Assistant Secretary of HERNANDO SKIN AND CANCER CENTER, INC., a Florida Corporation, does hereby subscribe to these Amended and Restated Articles of Incorporation which will be effective upon the filing of this document with the Secretary of the State of Florida.

All amendments included herein were adopted effective June 5, 1995 pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote effective June 5, 1995.

These Amended and Restated Articles of Incorporation have been adopted effective June 5, 1995.

Effective upon such filing, the following shall constitute the sole Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of the Corporation shall be HERNANDO SKIN AND CANCER CENTER, P.A.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

A. To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the

conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

B. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

C. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

D. To form and become a participant in any partnership, limited partnership, or joint venture with any individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation or other entity.

E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

F. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Corporation Act a currently enacted and as may be hereafter amended or suspended by any other statute.

ARTICLE III

DURATION

The date of corporate existence began on May 31, 1995, and this Amended and Restated document shall take effect upon filing with the Secretary of the State of Florida. The date of adoption of these Amended and Restated Articles of Incorporation is June 5, 1995.

ARTICLE IV

PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida pursuant to Florida Statutes. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of medical practice.

ARTICLE V

INCORPORATOR/REGISTERED AGENT

The name and post office address of the sole incorporator and registered agent is:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, Florida 34616

ARTICLE VI

DIRECTOR

The name and address of the Board of Directors is:

Oliver M. Reed, M.D.
4624 Lake in the Woods Drive
Spring Hill, FL 34607

ARTICLE VII

SHARE STRUCTURE

7.1 The maximum number of shares that the Corporation is authorized to have outstanding is one thousand (1,000) shares. All shares shall be common with a par value of one dollar (\$1.00) per share.

7.2 No share of stock of this Corporation shall be issued or transferred to any person who is not a licensed doctor of medicine.

7.3 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends,

or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

7.4 To the extent permissible under the laws of the State of Florida, consent by the vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by laws of the state of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE VIII

STATED CAPITAL

The amount of capital with which the Corporation shall begin business is five hundred dollars (\$500.00).

ARTICLE IX

AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each withstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

ARTICLE X

INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee or a corporation; a trustee or beneficiary

of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

No director or officer shall be accountable or responsible to the Corporation of or in respect to any act of the Corporation for any gains or profits directly or indirectly realized by reason of the fact that the Director or officer or any firm of which he or she is a member; any corporation of which her or she is an officer, shareholder, director, or trustee; any trust of which he or she is connected is interested in the act. The fact that the director of officer, or that the firms, corporation, trust of other entity is interested shall be disclosed or shall have been known to the Board of Directors at which action in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if her or she, or any other entity with which her or se is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question is whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE XI

INDEMNIFICATION

11.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

11.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within sixty (60) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or employee demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal officer, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 11.1. If the court determines that the conduct of the officer, director or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE XII

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE XIII

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary

of the Corporation, the action shall be a valid as though it had been authorized at a meeting of the Board of Directors.

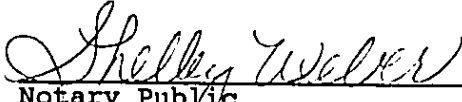
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of June, 1995.


ALAN S. GASSMAN, ESQUIRE (SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

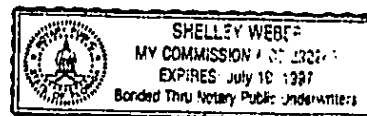
I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the state and county above named to take acknowledgments, personally appeared ALAN S. GASSMAN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above-named, this 5th day of June, 1995.


Notary Public

My Commission Expires:

Read\Corp\AmendRest.art
:saw 6-5-95



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VI of these Articles of Incorporation, the undersigned Sole Incorporator/Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, Florida 34616

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



ALAN S. GASSMAN, ESQUIRE (SEAL)