P98000103823

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 063426 4329479

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 78.75

ORDER DATE : December 14, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 063426-005

CUSTOMER NO: 4329479

700002711417--5

CUSTOMER: Alexandra Jensen, Legal Asst
BAKER & HOSTETLER
BAKER & HOSTETLER
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: AESTHETIC DERMATOLOGY, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 1:08

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: 12/14/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 1:08

Articles of Incorporation

of

AESTHETIC DERMATOLOGY, P.A.

ARTICLE I

Name and Duration

The name of the Corporation is Aesthetic Dermatology, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 13883 Osprey Links Road, #133, Orlando, Florida 32837.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 S. Orange Avenue, Suite 2300, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of medicine specializing in cosmetic surgery and any lawful act or activity allowed under Health Care Law and in accordance with the Florida Statutes.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock") $0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as director of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
David L. Allyn, M.D.	13883 Osprey Links Road Orlando, Florida 32837

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 10th day of December, 1998.

A.G.C. Co.

By: G. Thomas Ball
G. Thomas Ball
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10th day of December, 1998, by G. Thomas Ball of A.G.C. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me ~~or has produced~~ ______________________ as identification.

Anne B. Skaggs
(Notary Signature)

(NOTARY SEAL)

ANNE B. SKAGGS
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC669525

NOTARY PUBLIC STATE OF FLORIDA
Anne B. Skaggs
MY COMMISSION # CC669525 EXPIRES
August 21, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 1:08

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That AESTHETIC DERMATOLOGY, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes

A.G.C. Co.

By: G. Thomas Ball
G. Thomas Ball
Vice President

DATED: December 10, 1998

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