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WASHINGTON D.C.
WEST PALM BEACH

WRITER'S DIRECT LINE

813-225-4137

December 8, 1997

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Clinicare Dermatology Partners, Inc.

800002369418--7
-12/11/97--01053--004
*****35.00 *****35.00

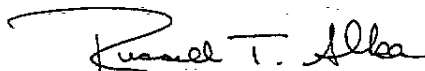
Dear Madam or Sir:

Enclosed for filing is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, together with a Certificate in re of Name Change from the State of Delaware, evidencing the change of name of Clinicare Dermatology Partners, Inc. to Dermatology Partners, Inc. Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State to cover the filing fee.

Please date-stamp the enclosed copy of this letter and return it to me in the enclosed stamped, self-addressed envelope.

Thank you for your assistance.

Very truly yours,



Russell T. Alba

RTA:dms
Enclosure

cc: A. Keith Henthorne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 11:21

nc
12-16-97
cc

ESTABLISHED 1842

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, SINGAPORE, STOCKHOLM AND STUTTGART

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WASHINGTON D.C.
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WRITER'S DIRECT LINE

813-225-4137

February 12, 1998

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Darlene Connell

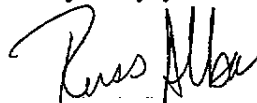
RE: Clinicare Dermatology Partners, Inc. - Name Change

Dear Ms. Connell:

In accordance with a telephone conversation you had with my secretary, enclosed is the Certificate in re of Name Change from the State of Delaware, evidencing the change of name of Clinicare Dermatology Partners, Inc. to Dermatology Partners, Inc. which was sent to the Secretary of State's office along with the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. We understand that you will handle bringing the records current with respect to this name change and will reverse the Withdrawal filed in error. Please date-stamp the enclosed copy of this letter and return it to me in the stamped, self-addressed envelope provided.

We appreciate your assistance in this matter. If you have any questions, please feel free to call me.

Very truly yours,



Russell T. Alba

RTA:dms
Enclosure

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ESTABLISHED 1842

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, SINGAPORE, STOCKHOLM AND STUTTGART

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CLINICARE DERMATOLOGY PARTNERS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "DERMATOLOGY PARTNERS, INC.", THE EIGHTEENTH DAY OF AUGUST, A.D. 1997, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2738963 8320

971402255

AUTHENTICATION:

8775806

DATE:

11-25-97

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

Name of corporation as it appears on the records of the Department of State.

Incorporated under laws of

Date authorized to do business in Florida _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 1 AM 11:21
Florida

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

its jurisdiction of incorporation? August 18, 1997

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

New Duration

New Jurisdiction

Signature

Date _____

Typed or printed name

Title