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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

DERMATOLOGY ESTHETICA, LLC

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**ARTICLES OF ORGANIZATION
OF
DERMATOLOGY ESTHETICA, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: DERMATOLOGY ESTHETICA, LLC.

**ARTICLE II
Place of Business**

The principal place of business and mailing address of this Company shall be 401 Corbett Street, Suite #340, Clearwater, FL 33756, and such other place or places as may be designated by the manager from time to time.

**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be PHYLLIS K. MURPHY, M.D., and the address of the registered agent for service of process shall be 401 Corbett Street, Suite #340, Clearwater, FL 33756.

The undersigned has executed these Articles of Organization this 6th day of July, 2001.


PHYLLIS K. MURPHY, M.D., Member

Prepared by:
Peter A. Rivellini, Esquire
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
FL Bar No. 0067156

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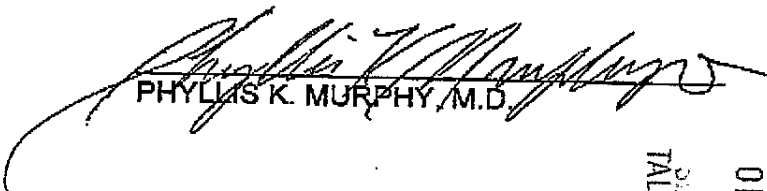
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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 401 Corbett Street, Suite #340, Clearwater, FL 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: 7/16/01


PHYLLIS K. MURPHY, M.D.

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