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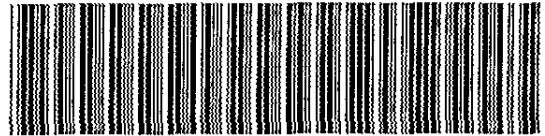
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.
ATTORNEYS

145 NORTH MAGNOLIA AVENUE
POST OFFICE BOX 2828
ORLANDO, FLORIDA 32802-2828
WWW.WFMBLAW.COM

D. Frank Wright, Esquire

fwright@wfmblaw.com

December 30, 2002

Via FedEx Priority Overnight Tracking Number – 8383 5683 0284

Division of Corporations
Attention: Registration Section
409 East Gaines Street
Tallahassee, Florida 32399
Telephone: (850) 245-6051

**Re: Articles of Organization and Certificate of Designation of Registered
Agent/Registered Office of Polk County, LLC
Our File Number: 999-1**

To Whom It May Concern:

Enclosed please find an original Articles of Organization and Certificate of Designation of Registered Agent/Registered Office regarding the above-referenced matter. Also, enclosed is my firm's check number 28153 in the amount of \$125.00 for your filing fees. Please file the documents and forward receipt to my office in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance in this matter. Should you have any questions or need additional information, please feel free to contact me at 1 (800) 327-0234.

Sincerely,



D. Frank Wright

DFW/tr
Enclosures
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**Signed in
Mr. Wright's absence
to avoid delay.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization for Florida Limited Liability Company

Article I: *Name*

The name of the Limited Liability Company is **Associates in Dermatology Polk County, LLC**.

Article II: *Address*

The mailing address and street address of the principal office of **Associates in Dermatology Polk County, LLC** is:

Associates in Dermatology Polk County, LLC
2205 North Boulevard West
Davenport, Florida 33837
(mailing and street addresses)

Article III: *Duration*

The period of duration for **Associates in Dermatology Polk County, LLC** shall be perpetual.

Article IV: *Management*

The Limited Liability Company is to be managed by the members, and the names and addresses of the members are:

| | |
|-------------------------------|-------------------------------|
| William A. Steele, M.D. (95%) | Maynard Goff, III, Ph.D. (5%) |
| 2205 North Boulevard West | 2205 North Boulevard West |
| Davenport, Florida 33837 | Davenport, Florida 33837 |

Article V: *Additional Members*

The right of the members to admit additional members and the terms and conditions of the admission shall be:

Remaining members shall have the right to admit additional members upon termination of any of the current memberships caused by death, or any other cause of termination.

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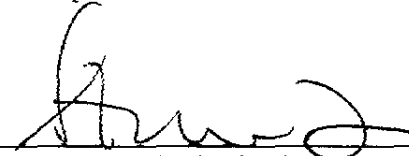
Article VI:
Continuation of Business

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Remaining members shall have the right to continue business of **Associates in Dermatology Polk County LLC** upon any termination of any of the current memberships.

Article VII:
Transferability of Interest

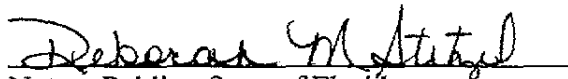
The right of the members of the limited liability company to transfer their interest in the limited liability company and confer upon the transferee all of the attributes of the member's interest in the limited liability company is prohibited without the express consent of the other members.



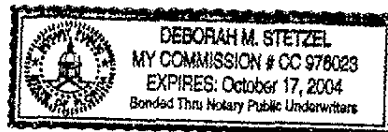
Signature of Member/Authorized Representative
Member

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DEC 31 AM 11:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

Sworn and subscribed to before me on
this 30th day of December, 2002.



Notary Public - State of Florida
My Commission Expires:



Personally known : _____
Produced Identification : _____
Type of Identification Produced: _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED COMPANY, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the limited liability company is:

Associates in Dermatology Polk County, LLC

2. The name and address of the registered agent and office is:

William A. Steele, M.D.
2205 North Boulevard West
Davenport, Florida 33837

Having been named as registered agent and to accept service of process for the above-stated limited company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. Further, I 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.

FILED
02 DEC 2002
11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Signature)

(Date)

William A. Steele
(Printed Name)

Sworn and subscribed to before me on
this 30th day of December, 2002.

Deborah M. Stetzel
Notary Public - State of Florida
My Commission Expires:



Personally known : _____
Produced Identification : _____
Type of Identification Produced: _____