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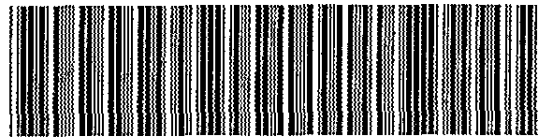
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TALLAHASSEE FLORIDA

Added periods between  
letters in suffix in  
Article I to match  
the rest of the document.

**Jeffrey S. Gerow, P.A.**

*Attorney at Law*

*4800 North Federal Highway*

*Suite 307B*

*Boca Raton, Florida 33431*

*561-750-6770*

*fax 561-395-0282*

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April 28, 2003

Secretary of State  
Division of Corporations  
New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Buchbinder Dermatology, LLC.

Gentlemen:

With reference to the above matter enclosed please find two (2) signed original Articles of Organization for Buchbinder Dermatology, LLC. along with my check in the amount of \$125.00 to cover the various filing fees.

Once the Articles of Organization have been recorded please return a filed copy to me.

Should you have any questions in this regard please do not hesitate to contact me.

Very truly yours,



Jeffrey S. Gerow

Enclosure:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
BUCHBINDER DERMATOLOGY, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be BUCHBINDER DERMATOLOGY, LLC. The LLC mailing address and its principal office shall be located at 1880A West Hillsboro Boulevard, Suite 310, Deerfield Beach, Florida 33441, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to act, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business goodwill, rights, assets, and liabilities of any person, firm,

association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity. and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities to limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent *with* the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited

liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company.

This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV**

#### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE V**

**MEMBERS**

This limited liability company shall be managed initially by the two (2) members. The names and addresses are as follows:

Charles Buchbinder  
1880A West Hillsboro Boulevard  
Suite 310  
Deerfield Beach, Florida 33441

Ligaya Buchbinder  
1880A West Hillsboro Boulevard  
Suite 310  
Deerfield Beach, Florida 33441

**ARTICLE VI**

**DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 4800 N. Federal Highway, Suite 307B, Boca Raton, Florida 33431 and the name of the company's initial registered agent at that address is Jeffrey S. Gerow.

The undersigned, being the authorized representative of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **BUCHBINDER DERMATOLOGY, L.L.C.**

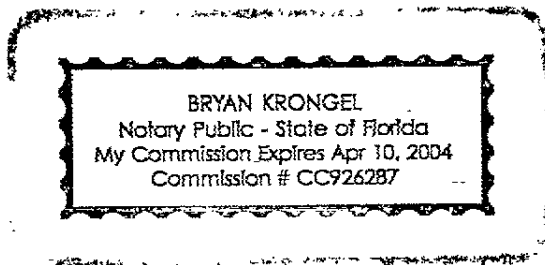
Executed by the undersigned at Boca Raton, Palm Beach County, Florida on the 17th day of April, 2003.

  
\_\_\_\_\_  
CHARLES BUCHBINDER

STATE OF FLORIDA                     )  
   ) SS:  
COUNTY OF PALM BEACH             )

BEFORE ME, the undersigned authority, personally appeared CHARLES BUCHBINDER who to me is well known to be the person described in and who subscribed the above articles of organization and produced FDL as identification and freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.


IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in said county and state this 23<sup>rd</sup> day of April, 2003.



[Signature]  
PRINTED NAME: Bryan Krongel  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES:

## **ACKNOWLEDGMENT**

Having been named to accept service of process for this corporation, at the place designated in Article VII, I hereby accept to act in this capacity and agree to comply with the provisions of the Limited Liability Company Act and Chapter 608, Florida Statutes relative to keeping open said office.

  
\_\_\_\_\_  
JEFFREY S. GEROW