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(Business Entity Name)

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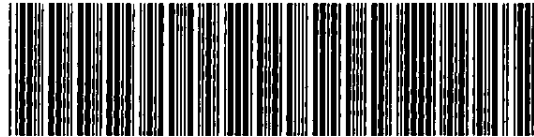
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TALLAHASSEE, FLORIDA

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Henderson|Franklin
ATTORNEYS AT LAW

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Reply to
Guy E. Whitesman
Board Certified Tax Lawyer
Direct Fax Number 239.344.1565
Direct Dial Number 239.344.1180
E-Mail guy.whitesman@henlaw.com

November 17, 2009

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Associates In Dermatology, M.D.'s, P.L.

Dear Sir or Madame:

We have enclosed the Certificate of Conversion for Associates in Dermatology, M.D.'s, P.A. into a Florida Limited Liability Company under the enclosed Articles of Organization for Associates in Dermatology, M.D.'s, P.L. for processing **effective as of January 1, 2010**. Also enclosed is our check made payable to the Department of State in the amount of \$180.00 representing the filing fees and certified copy fee.

Please return the certified documents to my attention at the following address:

Henderson, Franklin, Starnes & Holt, P.A.
1715 Monroe Street (33901)
P.O. Box 280
Fort Myers, FL 33902-0280

Should you have any questions or need any further information in order to process this conversion, please do not hesitate to contact me at either (239) 344-1180 or guy.whitesman@henlaw.com.

Very truly yours,


Guy E. Whitesman

GEW/ksl
Enclosures

cc: Margie Ralph, Administrator - via e-mail to mralph@associatesinderm.com
Todd A. Caruso, CPA - via e-mail to todd@mcscpa.net
Robert S. Forman, Esq. - via e-mail to robert.forman@henlaw.com

Henderson, Franklin, Starnes & Holt, P.A.

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

ASSOCIATES IN DERMATOLOGY, M.D.'S, P.A.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a PROFESSIONAL SERVICE CORPORATION

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

on AUGUST 16, 1978

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

ASSOCIATES IN DERMATOLOGY, M.D.'S, P.L.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: JANUARY 1, 2010

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 10th day of November 2009

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: SHARI L. SKINNER, M.D. Title: MEMBER

Signature(s) on behalf of Other Business Entity: (See below for required signature(s).)

Signature: [Signature]
Printed Name: SHARI L. SKINNER, M.D. Title: PRESIDENT

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FAX AUDIT NO.:

**ARTICLES OF ORGANIZATION
OF
ASSOCIATES IN DERMATOLOGY, M.D.'S, P.L.**

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ARTICLE I-NAME

The name of the limited liability company shall be ASSOCIATES IN DERMATOLOGY, M.D.'S, P.L. (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is:

8381 Riverwalk Park Boulevard, Suite 101
Fort Myers, Florida 33919

ARTICLE III-EFFECTIVE DATE

This limited liability company's existence shall commence on January 1, 2010 and shall terminate as provided for in the Operating Agreement.

ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company is:

Name

Address

SHARI L. SKINNER, M.D.

8381 Riverwalk Park Boulevard, Suite 101
Fort Myers, Florida 33919

ARTICLE V-PURPOSE

The Company may engage in each and every aspect of the general practice of medicine and such other activities related or incidental thereto, but only through its Members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the state of Florida.

ARTICLE VI-MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the

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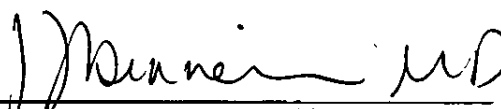
names and addresses of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
SHARI L. SKINNER, M.D.	8381 Riverwalk Park Boulevard, Suite 101 Fort Myers, Florida 33919
STANLEY V. SCHWARTZ, M.D.	8381 Riverwalk Park Boulevard, Suite 101 Fort Myers, Florida 33919
ANTHONY F. FRANSWAY, M.D.	8381 Riverwalk Park Boulevard, Suite 101 Fort Myers, Florida 33919
KIP C. CULLIMORE, M.D.	8381 Riverwalk Park Boulevard, Suite 101 Fort Myers, Florida 33919
LAERTES MANUELIDIS, M.D.	8381 Riverwalk Park Boulevard, Suite 101 Fort Myers, Florida 33919
KEITH M. BENBENISTY, M.D.	8381 Riverwalk Park Boulevard, Suite 101 Fort Myers, Florida 33919

ARTICLE VII-OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being a Member of the Company, has executed these Articles of Organization this 10th day of November, 2009.


SHARI L. SKINNER, M.D., Member

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FAX AUDIT NO.:

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

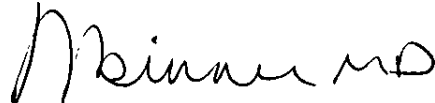
1. The name of the limited liability company is: ASSOCIATES IN DERMATOLOGY, M.D.'S, P.L.
2. The name and address of the registered agent and office is:

Shari L. Skinner, M.D.
8381 Riverwalk Park Boulevard, Suite 101
Fort Myers, Florida 33919

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



SHARI L. SKINNER, M.D.
Registered Agent

FAX AUDIT NO.: