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## BASIC AMENDMENT

ASSOCIATES IN DERMATOLOGY, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	01
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*Amended & Restated  
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Baker & Hostetler LLP  
200 S. Orange Ave., Ste. 2300  
Orlando, FL 32801  
(407) 649-4000

**Amended and Restated Articles of Incorporation**

**of**

**Associates in Dermatology, P.A.**

The undersigned, acting in his capacity as the President of Associates in Dermatology, P.A. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation ("Amended and Restated Articles"), as approved and adopted in an action by written consent of the sole member of the Board of Directors and the sole Shareholder of the Corporation pursuant to Florida Statutes Sections 607.0821 and 607.0704.

These Amended and Restated Articles amend and restate in its entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on September 6, 1989. The Amended and Restated Articles reflect the change of the Corporation's name from Associates in Dermatology, P.A. to Associates in Dermatology, Inc. and removes the Corporation from the provisions of Chapter 621, Florida Statutes.

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Associates in Dermatology, Inc. The duration of the Corporation is perpetual.

**ARTICLE II**

**Principal Office**

The street address of the principal office of the Corporation is 725 E. Oak Street, Kissimmee, Florida 34744.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 200 S. Orange Ave., Ste. 2300, in the City of Orlando, County of Orange, 32801. The name of the registered agent at such address is A.G.C. Co.

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Stockholders changing name from Associates in Dermatology P.A. to Assl.DOC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE IV

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 7,500 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

ARTICLE V

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

William A. Steele

725 E. Oak Street  
Kissimmee, FL 34744

DATED at Kissimmee, Osceola County, Florida, this 17 day of June, 2004.

  
William A. Steele, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That ASSOCIATES IN DERMATOLOGY, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: 

Name: Richard L. Fink

As its Vice President

DATED: June 29, 2004

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