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Meyer: Brooks, P.A.
(Requestor's Name)

(Address)

(Address)

Tallahassee, FL 32301 88-5212
(City/State/Zip/Phone #)



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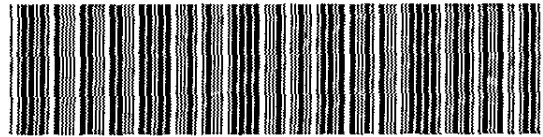
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA ACADEMY OF DERMATOLOGY, INC.

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The undersigned subscribes to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not for profit and further states as follows:

I
Name and Place of Business

The name of the corporation is Florida Academy of Dermatology, Inc. The initial place of business is: 600 Village Square Crossing, Palm Beach Gardens, Florida 33410.

II
Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

III
Purpose

This corporation is organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an

organization exempt from taxation pursuant to Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law.

The corporation is established for the purpose of promoting the professional interests and goals of dermatologists practicing medicine and licensed in the State of Florida. The corporation may perform similar related functions as permitted by Section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

IV **Restrictions**

No part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its members, directors, officers, or other private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof.

V **Members**

The initial founding members of the corporation shall be known as "Charter Members." Other classifications of membership shall be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

VI
Registered Office

The street address of the registered office of the corporation is:

2544 Blairstone Pines Drive
Tallahassee, Florida 32301

The name of the initial registered agent at such address is: Ronald G. Meyer, Esquire.

VII
Board of Directors

The number of persons constituting the Board of Directors of the corporation shall not be less than three (3) nor more than twenty-five (25) members unless the number of members to the Board of Directors shall be enlarged by a provision in the by-laws.

Directors shall serve one year terms. The initial Directors will be selected by the incorporator. The by-laws shall provide the process for the selection of directors thereafter. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

VIII
Officers

The officers of the corporation shall be a president, a secretary and a treasurer and such other officers as may be determined by the Board of Directors. The manner of selection of officers shall also be provided for in the by-laws. An individual may not hold more than one office in the corporation. The duties of officers shall be described in the by-laws.

IX
Indemnification of Officers and Directors

Officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof for which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors, or arising out of their status as such.

X
Non-Stock Basis

This corporation is organized on a non-stock basis.

XI
Dissolution

In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or the corresponding section of any prior or future United States Internal Revenue law, or to the federal, state or local government to be used for exclusively public services.

XII
Incorporator

The name and address of the incorporator subscribing to these Articles of Incorporation are set forth below:

Theodore A. Schiff, M.D.
600 Village Square Crossing
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned, pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct.


THEODORE A. SCHIFF, M.D.

VERIFICATION

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of August, 2004, by Theodore A. Schiff, M.D., who is personally known to me OR who provided a valid driver's license as identification (strike through one) and who did OR did not (strike through one) take an oath stating that they are the individual described herein and that they executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the purposes therein expressed.

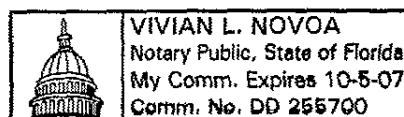
WITNESS my hand and seal in the County and State named above on this 9th day of August, 2004.


NOTARY PUBLIC

Notary Public:

Vivian L. Novoa
Printed Name

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Ronald G. Meyer, Esquire, General Counsel, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 617.0503, Florida Statutes, and any other related laws, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 2544 Blirstone Pines Drive, Tallahassee, Florida 32301.



RONALD G. MEYER, ESQUIRE

Date: 08-09-04

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