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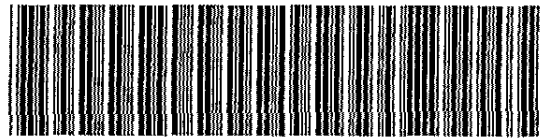
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BERG, ETTELMAN & BERG, P. A.

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TELEPHONE (305) 379-1414
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April 12, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: MIAMI SOCIETY FOR DERMATOLOGY
& CUTANEOUS SURGERY, INC.**

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original for record and return a certified copy to me. In accordance with your corporate fee schedule, we enclose herein our check in the total sum of **\$78.75** representing (**\$35.00** filing fee, **\$35.00** Registered Agent Designation Fee and a **\$8.75** for a certified copy) is enclosed.

Thank you for your prompt attention.

Very truly yours,



CHARLES L. BERG

CLB:ja
Encls.

ARTICLES OF INCORPORATION

OF

MIAMI SOCIETY FOR DERMATOLOGY & CUTANEOUS SURGERY, INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

FILED
05 APR 15 PM 4:38
TALLAHASSEE, FL

The Articles of Incorporation of MIAMI SOCIETY FOR DERMATOLOGY & CUTANEOUS SURGERY, INC., a not-for-profit corporation are as follows:

ARTICLE I

The name of the corporation shall be:

MIAMI SOCIETY FOR DERMATOLOGY & CUTANEOUS SURGERY, INC.,

(the "Corporation").

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

333 Arthur Godfrey Road
Suite 302
Miami Beach, FL 33140

ARTICLE III

The purpose of the Corporation is to benefit and further the interests of the South Florida Dermatological Community exclusively for educational, scientific, charitable and public benefit purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended, and to cultivate, foster and promote interest, knowledge and participation in Dermatology and medical related topics, through workshops, newsletters, and other means where members can share knowledge and new developments and to engage in any form or type of business for any lawful purposes not specifically prohibited to corporations for not for profit under the laws of the State of Florida and Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended, and to have all the rights, powers, privileges and immunities which are now or hereafter may be allowed to not for profit corporations under the laws of the State of Florida and Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE IV

The manner in which the directors are elected or appointed:

Shall be stated in the by-laws of the corporation.

ARTICLE V

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be:

EDWARD GROSS, MD	333 Arthur Godfrey Road Suite 302 Miami Beach, FL 33140
JUDITH CROWELL, MD	333 Arthur Godfrey Road Suite 302 Miami Beach, FL 33140
CYNTHIA GOLOMB, MD	333 Arthur Godfrey Road Suite 302 Miami Beach, FL 33140

ARTICLE VI

The street address of the initial registered office of the Corporation is 333 Arthur Godfrey Road, Suite 302, Miami Beach, FL 33140 and the initial registered agent of the Corporation at such address is EDWARD GROSS, MD.

ARTICLE VII

The name and address of the sole incorporator is EDWARD GROSS, MD, 333 Arthur Godfrey Road, Suite 302, Miami Beach, FL 33140.

ARTICLE VIII

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt under Section 501 (c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or other private person, except that the corporation is authorized to pay reasonable compensation for services rendered.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any public office.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational or scientific purposes and that has establish its tax exempt status under 501 (c)(3) of the Code.


ARTICLE IX

The Corporation has members.

ARTICLE X

The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and caused to be filed in the Office of the Secretary of State, these Articles of Incorporation.

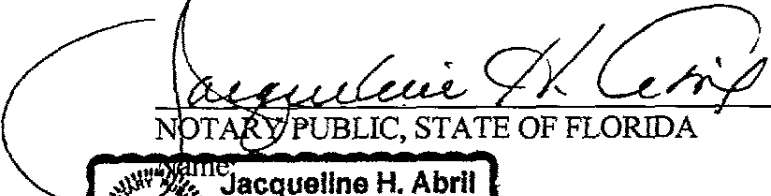


(seal)

EDWARD GROSS, MD
AS INCORPORATOR

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 12 day of April, 2005, by EDWARD GROSS, who is personally known to me /✓/ or who has produced _____ as identification and who did (did not) take an oath.


NOTARY PUBLIC, STATE OF FLORIDA

Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


REGISTERED AGENT

DATE:

4/5/2005

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05 APR 15 PM 4:38
CLERK OF DISTRICT COURT
MIAMI, FLORIDA