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Via Federal Express:
(850) 414-5500

March 26, 2001

Secretary of State
Division of Corporations
The Capitol, PL-2
Tallahassee, Florida 32399-0250

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-03/28/01--01045--002
*****78.75 *****78.75

Re: Articles of Incorporation for Dermed, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Dermed, Inc. Also enclosed is Cheffy & Passidomo's check in the amount of \$78.75 to cover the filing fee, and the cost of a certified copy of the Articles.

Please file the Articles and return a certified copy for our records. Thank you for your attention and consideration.

Very truly yours,



Kris L. Unkrich
Real Estate Paralegal

01 MAR 27 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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Enclosure

PH
4/2/01

FILED

01 MAR 27 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DERMED, INC.,
A Florida corporation**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Dermed, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of \$.01 per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of its initial Registered Agent at such address is Lisa H. Barnett. The principal office of the Corporation is located at 702 Goodlette Road, Suite 200, Naples, Florida 34102.

ARTICLE IV

The Corporation shall have a minimum of three (3) Directors and may have as many additional Directors as the Board deems necessary or desirable. The initial Board of Directors of the Corporation shall be comprised of three (3) Directors whose names and addresses are:

Jennifer Barnett
1364 Cypress Woods Drive
Naples, Florida 34103

Cynthia Strohmeyer
702 Goodlette Road
Naples, Florida 34102

Jon Strohmeyer
702 Goodlette Road
Naples, Florida 34102

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The name and address of the incorporator is:

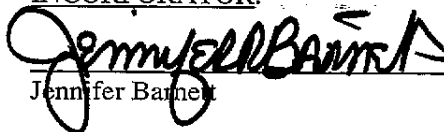
Jennifer Barnett
1364 Cypress Woods Drive
Naples, Florida 34103

ARTICLE VI

The purpose of the Corporation shall be all lawful purposes.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 23 day of March, 2001.

INCORPORATOR:


Jennifer Barnett

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Dermed, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 702 Goodlette Road, Suite 200, Naples, Florida, and has named Lisa H. Barnett, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102 as its agent to accept service of process within Florida.

Dermed, Inc.
a Florida corporation

Date: March 23, 2001

By: 
Jennifer Barnett, Incorporator

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.

Date: March 23, 2001

By: 
Lisa H. Barnett