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Florida Department of State
Division of Corporations
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From:
Account Name : HOLLAND & KNIGHT
Account Number : 07535000340
Phone : (407)425-8500
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FLORIDA PROFIT CORPORATION OR P.A.

Mid-Florida Dermatology Group, Inc.

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B. McKnight APR 27 2001

FROM: HOLLAND & KNIGHT
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FAX NO.: 407 244 5288

04-26-01 03:48P P.02

**ARTICLES OF INCORPORATION
OF
MID-FLORIDA DERMATOLOGY GROUP, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **MID-FLORIDA DERMATOLOGY GROUP, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 7652 Ashley Park Court, Suite 304, Orlando, Florida 32835.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 200 South Orange Avenue, Suite 2600, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is **STEPHEN R. LOONEY**. The Board of Directors may from time to time designate a new registered agent.

This instrument prepared by:
Stephen R. Looney
FL BAR 0628344
200 South Orange Avenue, Suite 2600
Orlando, FL 32801
(407) 244-1148

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ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Stephen R. Looney.	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Michael M. Gutierrez, M.D.	7652 Ashley Park Court Suite 304 Orlando, Florida 32835
Joseph A. Shirer, Jr., M.D.	7652 Ashley Park Court Suite 304 Orlando, Florida 32835

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

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ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed with the Florida Department of State.


ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 26th day of April, 2001.


STEPHEN R. LOONEY, Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Stephen R. Looney, Registered Agent

Date: April 26, 2001

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