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FLORIDA PROFIT CORPORATION OR P.A.**FLORIDA SKIN CANCER CENTER, P.A.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2001

CORPORATE & CRIMINAL RESEARCH

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UNDER ARTICLE V IT STATES INITIAL REGISTERED OFFICE AND AGENT BUT YOU LIST THE PRINCIPAL OFFICE ADDRESS INFORMATION AND IN ARTICLE VI STATES PRINCIPAL OFFICE BUT IS IS THE R.A. INFORMATION PLEASE CORRECT THOSE TWO ARTICLES.

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
FLORIDA SKIN CANCER CENTER, P.A.

The undersigned, an attorney duly licensed to render professional services in the State of Florida, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is: **FLORIDA SKIN CANCER CENTER, P.A.**

ARTICLE II

Duration

This corporation shall exist perpetually, Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purpose and Nature of Business

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine, the same professional services that a physician duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

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ARTICLE IV
Capital Stock

(a) **Authorized Capital.** The authorized capital stock of this corporation shall consist of one thousand (1,000) shares of common stock having a par value of \$.01 per share.

(b) **Limitation on Issuance.** None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice law in the State of Florida.

ARTICLE V
Initial Registered Office and Agent

The name and address of the initial registered agent of this corporation is:

Stoneburner Berry & Simmons, P.A.
One Independent Drive, Suite 2000
Jacksonville, Florida 32202

ARTICLE VI
Principal Office

The principal office and mailing address of this corporation is:

6867 Belfort Oaks Place
Jacksonville, Florida 32216

ARTICLE VII
Directors

(a) **Number.** This corporation shall have three (1) director initially. The number of directors may be increased or diminished from time-to-time by the bylaw, but shall never be less than one.

(b) **Initial Director.** The name and street address of the member of the first Board of Directors of the corporation is:

Scott D. Warren, M.D.
6867 Belfort Oaks Place
Jacksonville, Florida 32216

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(c) **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Restraint on Alienation of Shares

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time-to-time by either the shareholders of the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X

Incorporator

The name and street address of the incorporator of this corporation is:

Sidney S. Simmons, II
One Independent Drive, Suite 2000
Jacksonville, Florida 32202

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

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DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **FLORIDA SKIN CANCER CENTER, P.A.**, desiring to organize under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, has named Stoneburner Berry & Simmons, P.A., located at One Independent Drive, Suite 2000, as its agent to accept service of process within Florida.

FLORIDA SKIN CANCER CENTER, P.A.

By: 

Sidney S. Simmons, II
Incorporator

Dated: June 12, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

STONEBURNER BERRY & SIMMONS, P.A.

By: 

Its Chairman

Dated: June 12, 2001

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