

PATRICK R. SCOTT  
ATTORNEY AT LAW

2935 1st Avenue North  
Saint Petersburg, Florida 33713

Tel (727) 328-7678  
Fax (727) 328-7379

P020000107825

October 3, 2002

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600008206586--7  
-10/04/02--01046--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: All Family Dermatology, Incorporated

Dear Sir/Madame:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named Corporation. Also enclosed is our check in the amount of \$70.00, to cover the filing fee for the Articles of Incorporation and the Designation of Registered Agent.

Please file the original of the enclosed Articles of Organization and return a date-stamped copy to this office via **Federal Express** using the enclosed account and mailing information. Kindly advise if you require anything further from me. Thank you for your attention and consideration in this regard.

Sincerely,

*Patrick R. Scott*

Patrick R. Scott

PRS/ms

encl: Art of Organ  
Check (\$70.00)  
cc: client

FILED  
02 OCT -4 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13m 10/7

5

**ARTICLES OF INCORPORATION**  
**OF**  
**ALL FAMILY DERMATOLOGY, INCORPORATED**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**Article 1 - Name**

The name of the corporation is All Family Dermatology, Incorporated (hereinafter referred to as "Corporation")

**Article 2 - Purpose of Business**

The Corporation shall engage in any and all legal business.

**Article 3 - Principal Office**

The address of the principal office and mailing address of this Corporation is:

6020 Park Boulevard  
Pinellas Park, Florida 33781

The corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed to be expedient.

**Article 4 - Incorporator**

The name and street address of the Incorporator of this Corporation is:

Howard Hirschfield  
6020 Park Boulevard  
Pinellas Park, Florida 33781

**Article 5 - Officers**

The officers of this Corporation shall be:

President: Howard Hirschfield

**FILED**  
02 OCT -4 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary: Howard Hirschfield  
Treasurer: Howard Hirschfield

whose address shall be the same as the principal address of this Corporation.

## **ARTICLE 6 - DIRECTOR(S)**

There shall be a Board of Directors of this Corporation, which shall consist of not less than one (1), nor more than seven (7) in number, the number of same to be fixed by the Board of Directors or by the corporate by-laws.

The first Director of this corporation shall be:

Howard Hirschfield

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

Section 1. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock, each having a par value of one dollar (\$1.00).

Section 2. All holders of shares of common stock shall be identical with each other in every respect, and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

Section 3. All holders of shares of common stock, upon dissolution of this Corporation, shall be entitled to receive the net assets of this Corporation.

Section 4. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

Section 5. The Board of Directors of this Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of this Corporation.

Section 6. The Board of Directors of this Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restriction,

limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Section 7. Shares of stock shall be issued initially to the following person and in the amount as set opposite the person's name:

Howard Hirschfield - 100 Shares

#### **Article 8 - Shareholders' Restrictive Agreement**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of Shareholders of this Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **Article 9 - Powers of Corporation**

This corporation shall have the same powers as an individual to do all things necessary or convenient to carryout its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **Article 10 - Term of Existence**

This Corporation shall have perpetual existence.

#### **Article 11 - Registered Office and Registered Agent**

The initial address of the registered office of this corporation is:

Howard Hirschfield  
6020 Park Boulevard  
Pinellas Park, Florida 33781

The name address of the initial registered agent of this Corporation is:

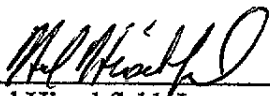
Howard Hirschfield  
6020 Park Boulevard  
Pinellas Park, Florida 33781

#### **Article 12 - By-Laws**

The Board of Director(s) of this Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the

number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the By-Laws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under laws of the State of Florida, this 3rd day of October, 2002.

  
Howard Hirschfield, Incorporator

**Acceptance of Registered Agent Designated in the Articles of Incorporation**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Howard Hirschfield

FILED  
02 OCT -4 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA