

P03000041773

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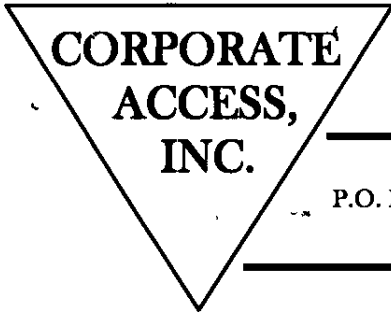
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*Amended &  
Restated*

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## WALK IN

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- ☐ CERTIFIED COPY \_\_\_\_\_
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1. Sarasota Skin and Cancer Center, Inc.  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**SARASOTA SKIN AND CANCER CENTER, INC.**

Pursuant to Section 607.1007, Florida Statutes (2009), the undersigned members of the Board of Directors of Sarasota Skin and Cancer Center, Inc. ("Corporation") propose, and the shareholders of the Corporation hereby approve and adopt, the following Amended and Restated Articles of Incorporation which amend and restate the initial Articles of Incorporation filed with the Secretary of State for the State of Florida on April 14, 2003, amended on May 12, 2003, and assigned document number PO3000041773.

**ARTICLE I**  
**NAME**

The name of the Corporation is **SARASOTA SKIN AND CANCER CENTER, INC.**

**ARTICLE II**  
**DURATION**

The Corporation shall have perpetual existence commencing on April 14, 2003.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

**ARTICLE IV**  
**CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE V**  
**PRE-EMPTIVE RIGHTS**

The shareholders of the Corporation shall not have a pre-emptive right to acquire the Corporation's unissued shares.

**ARTICLE VI**  
**REGISTERED AGENT**

The registered agent of this Corporation is:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STEPHANIE ANN CARADONNA, M.D.**

2179 South Tamiami Trail, Suite 101  
Osprey, FL 34229

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The Corporation shall have at least one (1) director constituting its Board of Directors. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the Corporation, however, there shall not be less than one director.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director for acts taken on behalf of the Corporation, to the full extent permitted by law.

**ARTICLE IX**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amended thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


**IN WITNESS WHEREOF**, the undersigned, as the Directors and Shareholders constituting the sole directors and shareholders of the Corporation have executed these Amended and Restated Articles of Amendment on behalf of the Corporation as of this 29<sup>th</sup> day of December, 2009.

  
**STEPHANIE ANN CARADONNA, M.D.**  
Director, Shareholder

  
**HEATHER LARABEE, M.D.**  
Director, Shareholder

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, 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.

  
**STEPHANIE ANN CARADONNA, M.D.**  
Registered Agent

Dated: December 29, 2009