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Division of Corporations

686-7324

DAVID R. CARTER, P.A.

Page 1 of 1 001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
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Account Name : DAVID R. CARTER, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

VENICE SKIN AND CANCER CENTER, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

VENICE SKIN AND CANCER CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators, hereby adopts these Articles of Incorporation and forms a corporation (the "Corporation") under the laws of the state of Florida, as follows:

ARTICLE I - NAME

The name of this corporation is **VENICE SKIN AND CANCER CENTER, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This 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

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

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ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The Registered Agent of this corporation and the street address of the initial principal and registered office of this corporation is:

**STEPHANIE ANN CARADONNA
6161 Waters Way
Spring Hill, Florida 34607**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws of the corporation; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

**STEPHANIE ANN CARADONNA
6161 Waters Way
Spring Hill, Florida 34607**

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these articles of incorporation is:

**STEPHANIE ANN CARADONNA
6161 Waters Way
Spring Hill, Florida 34607**

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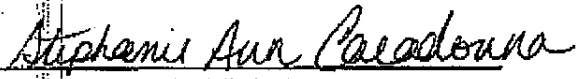
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This 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 Incorporator has executed these Articles of Incorporation on this 8 day of April, 2003.


STEPHANIE ANN CARADONNA
Incorporator

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.

Dated: April 8, 2003


STEPHANIE ANN CARADONNA
Registered Agent