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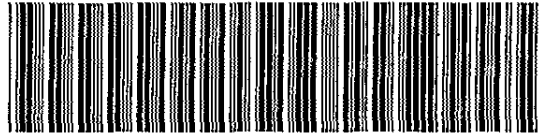
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February 27, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

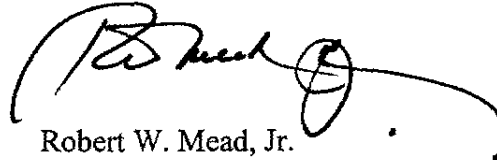
Re: Physicians Skin Solutions, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of **Articles of Incorporation** for the above corporation, which will begin its existence effective as of the date of filing. Also enclosed is our firm **check** for \$78.75 to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely yours,



Robert W. Mead, Jr.

RWM/kj
Enclosures

cc: Ginger M. Tracey
without enclosures

**ARTICLES OF INCORPORATION
OF
PHYSICIANS SKIN SOLUTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators pursuant to Chapter 607 of the Florida Statutes, hereby form a Corporation for profit under the laws of the State of Florida and adopt the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation will be **Physicians Skin Solutions, Inc.**

ARTICLE II - TERM OF EXISTENCE

This Corporation will commence its existence on the date these Articles of Incorporation are filed with the Secretary of State for the State of Florida and will exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation will be located at 700 East Michigan Street, Orlando, Florida 32806.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which this Corporation is organized will be to provide dermatological and skin care products to the general public.

ARTICLE V - 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 Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

Prepared by: Robert W. Mead, Jr., Esq.
Florida Bar No. 119879
Dean, Mead, et al
P.O. Box 2346, Orlando, Florida 32802

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida is 700 East Michigan Street, Orlando, Florida 32806. 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 Ginger M. Tracey. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The names and street addresses of the incorporators of this Corporation are:

<u>Name</u>	<u>Street Address</u>
Kathleen W. Judge, M.D.	700 East Michigan Orlando, Florida 32806
Ginger M. Tracey	700 East Michigan Orlando, Florida 32806

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

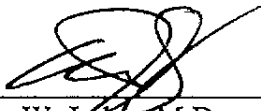
- A. The initial number of Directors of this Corporation is two (2).
- B. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but will never be less than one (1).
- C. The name and street address of the initial members of the Board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

<u>Name</u>	<u>Street Address</u>
Kathleen W. Judge, M.D.	700 East Michigan Street Orlando, Florida 32806
Ginger M. Tracey	700 East Michigan Street Orlando, Florida 32806

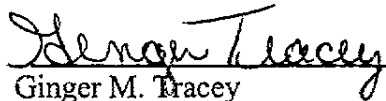
ARTICLE IX - INDEMNIFICATION

This Corporation will indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed to these Articles of Incorporation at Orlando, Florida, this 26 day of February, 2004.

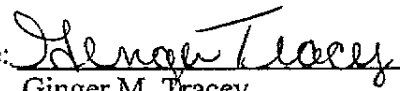


Kathleen W. Judge, M.D.



Ginger M. Tracey

Having been named as registered agent for the above named 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: 

Ginger M. Tracey

Date: February 26, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA