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SAXON | GILMORE

SAXON, GILMORE, CARRAWAY,
GIBBONS, LASH & WILCOX, P.A.
Attorneys and Counselors at Law

SOUTHTRUST PLAZA
201 E. KENNEDY BLVD SUITE 600
TAMPA, FLORIDA 33602
phone 813.314.4500
fax 813.314.4555
www.saxongilmore.com

March 14, 2005

VIA U.S. MAIL

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

Re: Articles of Incorporation
Kenneth Arthur Wallace, III, M.D., P.A.

Dear Sir/Madam:

Enclosed please find two originals and one copy of the above referenced Articles to be filed,
along with our filing fees for \$78.75.

Your help with this matter is very much appreciated. Should you have any questions, please
contact me at (813) 314-4502.

Sincerely,

SAXON, GILMORE, CARRAWAY,
GIBBONS, LASH & WILCOX, P.A.

Ricardo L. Gilmore, Esq. /s/

Ricardo L. Gilmore, Esq.
RLG/tw
Enclosures

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**ARTICLES OF INCORPORATION
OF
KENNETH ARTHUR WALLACE, III, M.D., P.A.**

ARTICLE ONE - NAME

The name of this corporation is *KENNETH ARTHUR WALLACE, III, M.D., P.A.*

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To engage in the ownership, management, and marketing of a medical professional association established to provide dermatologic and cosmetic surgery for patients, and any and all attendant services thereto;

To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, invest, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible and intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of

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TALLAHASSEE, FLORIDA

any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof;

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others;

To promote or aid in any manner, financially or otherwise, any person, firm, association or proparation, and to guarantee contracts and other obligations;

To let concessions to others to do any of the things that this corporation in empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any Government or authority of subdivision or agency thereof;

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the State of Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as *natural persons* might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object, expresses, and the enumeration as to specific

powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE FOUR - CAPITALIZATION

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock, at a par value of one dollar (\$1) per share.

At any time and from time to time when authorized by resolution of the Board of Directors and without any action by the stockholders, the corporation may issue or sell any shares of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof.

The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office is SouthTrust Plaza, 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the name of the corporation's registered agent at such address is *Ricardo L. Gilmore, Esq.*

ARTICLE SIX - INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the director and officer is:

Name

Address

Kenneth Arthur Wallace, III, M.D.
President-Chairperson

3600 Shady Lane
Palm Harbour, Florida 34683

ARTICLE SEVEN - INCORPORATOR

The name and address of the incorporator is:

Name

Address

Kenneth Arthur Wallace, III, M.D.
President-Chairperson

3600 Shady Lane
Palm Harbour, Florida 34683

ARTICLE EIGHT - PRE-EMPTIVE RIGHTS

When the Board of Directors so determine, the increased stock provided for by these Articles of Incorporation, and any further increase of the same, or any portion thereof, shall first be offered, at a price determined by the Board of Directors, pro rata to the stockholders of record who may desire to subscribe for such stock.

ARTICLE NINE - FISCAL YEAR

The fiscal year of this corporation shall commence on January first and end on December thirty-first, each year unless otherwise changed pursuant to the bylaws of the corporation.

ARTICLE TEN - "S" CHAPTER CORPORATION

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE ELEVEN - TRANSFER OF STOCK

Shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person is restricted and must be approved in advance by the Board of Directors.

ARTICLE TWELVE - NONASSESSIBILITY OF STOCK

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

ARTICLE THIRTEEN - BOARD OF DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than seven (7) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

ARTICLE FOURTEEN - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS HEREOF, I HAVE EXECUTED THESE Articles of
Incorporation in duplicate on March 2, 2005.


KENNETH ARTHUR WALLACE, III, M.D.


**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Incorporation was acknowledged this 2nd
day of January, 2005 in the State and County set forth above by KENNETH ARTHUR
WALLACE, III, M.D., President-Chairperson of KENNETH ARTHUR WALLACE, III,
M.D., P.A., a Florida corporation, on behalf of the corporation. He is to me personally
known, did ~~not~~ produce any identification and did ~~not~~ take an oath. FL DL. WJ420-501-63-25-0


Notary Public
State of Florida at Large
 ANGELA ENNIS
MY COMMISSION # DD 134241
EXPIRES: August 11, 2008
Bonded Thru Budget Notary Services

My Commission Expires:

I hereby affix my signature below as an Incorporator of KENNETH ARTHUR
WALLACE, III, M.D., P.A..


KENNETH ARTHUR WALLACE, III, M.D.

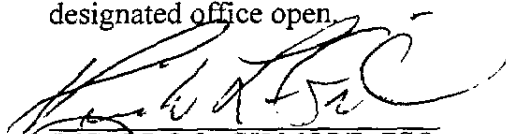
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CERTIFICATE

That KENNETH ARTHUR WALLACE, III, M.D., P.A. desiring to organize under
the laws of the State of Florida, with its principal office at 3600 Shady Lane, City of Palm
Harbour, County of Hillsborough, State of Florida 34683, has named Ricardo L. Gilmore,
Esq., located at SouthTrust Plaza, 201 East Kennedy Boulevard, Suite 600, City of
Tampa, County of Hillsborough, State of Florida 33602, as its registered agent to accept
service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named
Corporation, at the place designated in this Certificate the undersigned agrees to act in
this capacity and agrees to comply with the provisions of Florida law relative to keeping
designated office open.


RICARDO L. GILMORE, ESQ.