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(City/State/Zip/Phone #)

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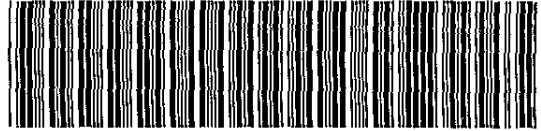
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Park Avenue Dermatology, PA

1543 Kingsley Avenue Bldg 16
Orange Park, Florida 32073

June 22, 2005

Mr. Jim Smith
Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Incorporation of Park Avenue Dermatology, PA

Dear Sir or Madam:

Enclosed is the completed Articles of Incorporation of **Park Avenue Dermatology, PA**.
In addition, I have enclosed a check for \$78.75 to cover the various fees.

If there are any questions, please contact me.

Sincerely yours,



George J. Schmieder, DO
President

Enclosures

Articles of Incorporation of *Park Avenue Dermatology, PA*

I, the undersigned, for the purpose of forming a professional service corporation for profit under the laws of Florida, to-wit. The Professional Service Corporation Act, Chapter 621, Florida Statutes, hereby adopt the following Articles of Incorporation.

Article I Name

The name of this corporation is:

Park Avenue Dermatology, PA

Article II Nature of Business

The general nature of the business to be transacted by this corporation is: To render professional Medical services and representation as a professional service corporation formed for the purpose of practicing medicine, and to do any and all things incidental to the purpose for which this corporation is formed and which are not prohibited by the laws of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire Insurance association, cooperative association, fraternal benefit society, state fair or exposition, nor shall this corporation engage in any business or activity which is now or may be prohibited under the Professional Service Corporation Act as expressed in Chapter 621, Florida Statutes.

To the extent that such activities are not prohibited under the Professional Service Corporation Act, Chapter 621, Florida Statutes, or by any other laws of the State of Florida, this corporation shall be empowered as follows:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

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To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or governmental, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become a guarantor of surety for any other person, firm, or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the company.

To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

Article III Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share.

Article IV Initial Capital

The amount of capital with which this corporation will begin business is five hundred dollars (\$500.00).

**Article V
Term**

This corporation shall have perpetual existence.

**Article VI
Address**

The post office address of the principle office of this corporation in the State of Florida is:

1543 Kingsley Avenue Bldg 16
Orange Park, Florida 32073

The Board of Directors may from time to time move the office to any other place in Florida.

**Article VII
Directors**

This corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one.

IN WITNESS WHEREOF, the undersigned incorporators has hereunto set his hand and seal of this 22th day of June 2005.



George J. Schmieder, DO

(SEAL)

STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

Before me personally appeared **George J. Schmieder , DO**, known to me personally, being first duly sworn, says that he has read the foregoing Articles of Incorporation, knows the contents thereof, and has executed the same as his own free act and deed.

Sworn to and subscribed before me this 22nd day of June, 2005.

Theresa Blair-Jones

Notary Public
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

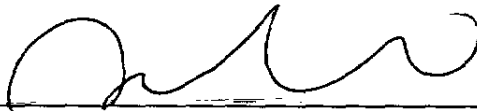
First--That **Park Avenue Dermatology, PA.** desiring

to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1543 Kingsley Avenue Bldg 16, Orange Park, Florida 32073, City of Orange Park County of Clay, State of Florida, has named **George J. Schmieder, DO** at 4327 Ortega Farms Circle, Jacksonville, Florida 32210, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By



**George J. Schmieder, DO
(Registered Agent)**

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TALLAHASSEE, FLORIDA

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