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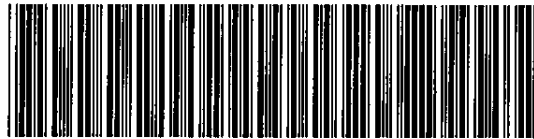
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TALLAHASSEE, FLORIDA

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**LAW OFFICES OF MARK F. DAHLE, P. A.**

**LAKELAND OFFICE**  
5110 SOUTH FLORIDA AVENUE  
SUITE 105 (33813)  
POST OFFICE BOX 6629  
LAKELAND, FLORIDA 33807-6629  
TELEPHONE (863) 648-0100  
FACSIMILE (863) 646-6992  
TOLL FREE (800) 801-2228

ALSO ADMITTED TO PRACTICE IN  
SOUTH CAROLINA AND BEFORE THE  
UNITED STATES TAX COURT

MEMBER OF:  
NATIONAL NETWORK OF ESTATE PLANNING ATTORNEYS  
NATIONAL ACADEMY OF ELDER LAW ATTORNEYS  
ACADEMY OF FLORIDA ELDER LAW ATTORNEYS  
INTERNATIONAL BAR ASSOCIATION

**ORLANDO OFFICE**  
390 NORTH ORANGE AVENUE  
23RD FLOOR  
ORLANDO, FLORIDA 32801  
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TELEPHONE (407) 956-1099  
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E-MAIL: MARK@DAHLELAW.US

WEBSITE: DAHLELAW.NET

**Please Respond to Lakeland Address**

March 2, 2007

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

**FIRST CLASS MAIL**

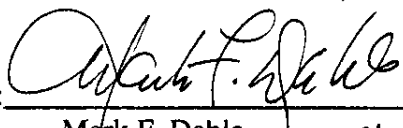
**SUBJECT: North County Dermatology Clinic, P.A.**  
**Articles of Association**

Dear Sir or Madam:

Enclosed with this letter for filing you will find two (2) original Articles of Association for the entity referenced above. Also enclosed is our check number 1025 in the amount of Eighty and Seventy-Five One Hundredths (\$80.75) dollars for the fees associated with filing and one (1) certified copy. Thank you for your assistance in this matter.

Very truly yours,

Law Offices of Mark F. Dahle, P.A.

By:   
Mark F. Dahle 3/14

MFD:jr  
Enclosures  
C4150.02

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TALLAHASSEE, FLORIDA

**ARTICLES OF ASSOCIATION**  
**OF**  
**NORTH COUNTY DERMATOLOGY CLINIC, P.A.**  
**(A Florida Professional Service Corporation)**

The undersigned does hereby organize a Professional Corporation under the Florida Professional Service Corporation and Limited Liability Company Act (the "Act"), Florida Statutes Chapter 621, which will have the advantages of continuity of life, transferability of interests, property ownership, centralized management, limited liability and management control common to a corporate form of organization, and in consideration of the mutual covenants and agreements herein contained, does hereby form this Corporation as Professional Association and adopts these Articles of Association:

**ARTICLE I. NAME**

The name of this Association shall be NORTH COUNTY DERMATOLOGY CLINIC, P.A.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this Association shall be:

- (a) To engage in the profession of medicine for the treatment of skin, hair and nails.
- (b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.
- (c) 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.

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

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

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of corporations, partnerships, or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Association, with any corporation, association, limited liability company or partnership, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any Association, association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any

Articles of Association of North County Dermatology Clinic, P.A.

political subdivisions thereof, and to foreclose on any property taken by the Association as collateral security for any loans.

(j) To cause or to allow the legal title, and/or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Association, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, trust, land trust, limited liability company, or corporation, or other business entity, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Association, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the Association.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country.

(l) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

Articles of Association of North County Dermatology Clinic, P.A.

(o) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(p) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(q) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(r) To carry on any other business, whether manufacturing or otherwise, which may seem to the Association capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the Association's property or rights.

(s) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(t) The foregoing enumerated objectives, purposes, and powers of the Association are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which

**Articles of Association of North County Dermatology Clinic, P.A.**

may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Association shall have and exercise all other powers, rights, and privileges granted by the association laws of the State of Florida now in force, or any amendment or amendments thereto.

**ARTICLE III. CAPITAL STOCK**

The Authorized capital of this Association shall be 1,000 shares at no par value, to be known as common stock payable in lawful money of the United States of America, said stock to be fully paid and non-assessable. Said stock shall be issued in units of one share or multiples thereof.

Subject to the provisions of the association laws of the State of Florida, this Association may enter into contracts with any party, natural or otherwise, including its Stockholders, for or relating to the sale and/or purchase of any number of shares of the capital stock of this Association, whether then held by the Association or by its said Stockholders, on such terms and conditions as may be necessary, in the opinion of the Board of Directors of said Association, and to insure the success of any such contractual agreements, stock options, and stock purchase agreements by and between the Stockholders of the Association, and may make the capital stock of this Association subject to the terms and provisions of any such agreement or agreements, provided only that this Association shall not purchase or redeem any of its capital stock in such manner as to reduce the aggregate amount of the assets of this Association, at a fair and just valuation, below an amount sufficient to equal all outstanding and remaining capital stock of the Association, plus all other liabilities of the Association, and, provided further, that no such purchase or redemption shall operate as a reduction of the number of shares which this Association is authorized to have outstanding, and, provided further, that such shares purchased or redeemed by this Association may be held in the treasury of the Association subject to re-issue for sufficient consideration by the Board of Directors of this Association.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this Association will begin business is One Thousand and no/100ths Dollars (\$1,000.00).

**ARTICLE V. TERM OF EXISTENCE AND NATURE OF ENTITY**

This Association shall commence existence upon execution, and exist perpetually. This Association shall be endowed to the extent permitted by law with all the attributes of a corporation, and shall be treated as a corporation for purposes of taxation and all other purposes, subject however, to the requirement of law that any relationship between the shareholder members, officers and employees of the Association as doctors and their patients and customers shall be direct, personal and confidential. In all matters relating to the fiscal and business management of the Association, the relationship between the Shareholder members and the Association shall in all respects be identical to that which would exist were the Association a corporation. It is contemplated that the Shareholder members of the Association shall be employees of the Association and subject to its management and control in the same manner as other employees, notwithstanding their stock ownership in the Association.

The only lawful shareholders of this Association shall be members who hold the professional designation of medical doctor (M.D.), but, on the death, disability or resignation of a member the heirs and assigns may hold membership on behalf of the former member for up to six (6) months during the winding down of the former member's membership, subject to the By Laws of this Association.

**ARTICLE VI. ADDRESS**

The initial address of the principal office of this Association in the State of Florida is: 930 Marcum, Road, Suite 12, Lakeland, Florida 33809. The mailing address of the Association in the State of Florida is: 930 Marcum Road, Suite 12, Lakeland, Florida 33809. The Board of Directors from time to time may move the principal office to any other address in Florida.

**ARTICLE VII. DIRECTORS**

This Association shall have at least one (1) director; however, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. Upon an increase in



the number of Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the first members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Timothy E. Knight, M.D.	2604 Huntington Hills Drive Lakeland, Florida 33810

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the Incorporator and Subscriber to the Articles of Association and the Subscribers to the capital stock with the number of shares of stock each agrees to take are as follows:

<u>NAMES AND ADDRESS</u>	<u>NO. OF SHARES</u>
Timothy E. Knight, M.D. 2604 Huntington Hills Drive Lakeland, Florida 33810	100%

ARTICLE X. VOTING RIGHTS FOR SHAREHOLDERS

1.0. Majority Quorum Provision. At all shareholders' meetings, including any adjournments thereof, the presence in person or by proxy of holders of fifty-five (55%) percent of the outstanding shares of stock entitled to vote on matters properly brought before the meeting shall be necessary to constitute a quorum.

2.0. Required Vote. The affirmative vote of the holders of fifty-five (55%) percent of all the outstanding shares entitled to vote thereon shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Association;
- b. Amendment of the Bylaws;
- c. Merger, consolidation, or share exchange;

Articles of Association of North County Dermatology Clinic, P.A.

- d. Sale, lease, or exchange of more than fifty (50%) percent of the property or assets of the Association whether in the regular course of business or other than in the regular course of business; or
- e. Dissolution of the Association.

ARTICLE XI. PREEMPTIVE RIGHTS

The holders of outstanding common shares of the Association shall have, to the extent provided by law, preemptive rights to acquire unissued shares of the Association, whether now or hereafter authorized.

ARTICLE XII. CUMULATIVE VOTING FOR DIRECTORS

Shareholders shall have no right of cumulative voting for directors.

ARTICLE XIII. VOTING RIGHTS FOR DIRECTORS

1.0. Majority Quorum Provision. At all meetings of the Board of Directors, including any adjournment thereof, the presence in person, or by any means of communication by which all directors participating may simultaneously hear each other, of fifty-five (55%) percent of the Directors shall be necessary to constitute a quorum.

2.0. Supermajority Voting Requirement.

The affirmative vote of fifty-five (55%) percent of the full Board of Directors shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Association;
- b. Amendment of the Bylaws;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than fifty (50%) percent of the property or assets of the Association whether in the regular course of business or other than in the regular course of business; and
- e. The election and any change in the title, duties, salary, or other compensation of an Executive Officer and the removal of any Executive Officer.

ARTICLE XIV. DUPLICATE CERTIFICATES

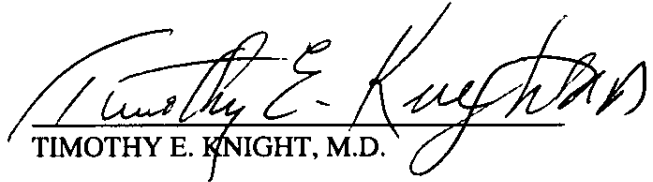
Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together with a bond of indemnity with satisfactory security as determined by the Board of Directors of the Association, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE XV. AMENDMENT

These Articles of Association may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Association be made.

ARTICLE XVI. REGISTERED AGENT AND OFFICE

In compliance with Chapters 48 and 607, Florida Statutes, NORTH COUNTY DERMATOLOGY, CLINIC P.A. does hereby designate MARK F. DAHLE of Law Offices of Mark F. Dahle, P.A. as its registered agent, and the office of the Association located at 930 Marcum Road, Suite 12, Lakeland, Florida 33809 as its registered office.

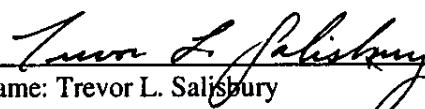
  
TIMOTHY E. KNIGHT, M.D.

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Association were acknowledged before me this 1<sup>st</sup> day of March, 2007, by TIMOTHY E. KNIGHT, the person named in the foregoing Articles of Association as Incorporator and Subscriber, and who produced a Florida Driver's License as identification.

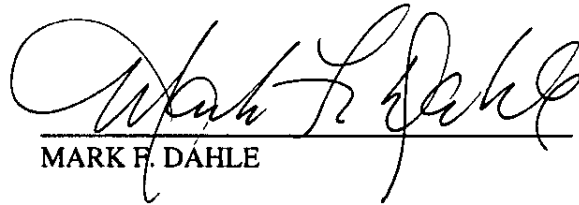


  
Name: Trevor L. Salisbury  
Notary Public, State of Florida  
My Commission Expires: March 13, 2011

Articles of Association of North County Dermatology Clinic, P.A.

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing NORTH COUNTY DERMATOLOGY CLINIC, P.A., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

  
MARK F. DAHLE

C4150

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