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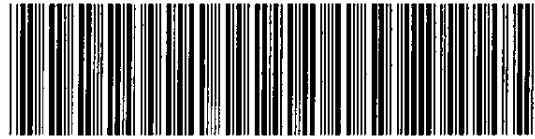
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight MAR 23 2009

*Law Offices of*  
**JOANNE FANIZZA, P.A.**

ATTORNEY AND COUNSELLOR AT LAW  
MEMBER OF NY, FL & DC BARS

NEW YORK OFFICE

111 CONKLIN STREET  
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FLORIDA OFFICE

ESTABLISHED 1995  
2631 E. OAKLAND PARK BLVD., SUITE 205  
FORT LAUDERDALE, FLORIDA 33306  
TELEPHONE: (954) 565-5445

March 16, 2009

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Dermatology Boutique, P.A.**

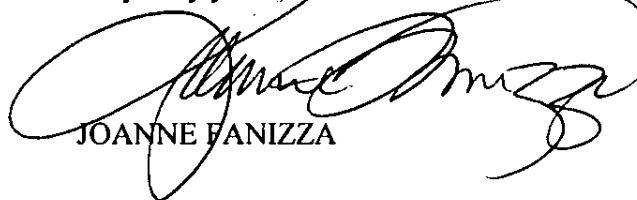
TO WHOM IT MAY CONCERN:

Enclosed is an original plus one (1) copy of the Articles of Incorporation for Dermatology Boutique, P.A., plus my firm Operating Account Check # 2502 in the amount of \$87.50, which represents the fee for filing, a certified copy and certificate of good standing.

Upon review and acceptance of the enclosed, kindly return the appropriate documents to me at my office address above. Please also be advised that the incorporator, Cynthia A. Golomb, is a medical doctor licensed under Florida law.

If you have any questions about the foregoing or the enclosed, please feel free to contact me at my New York office above. Thank you for your kind and expeditious handling of the foregoing.

Very truly yours,

  
JOANNE FANIZZA

JF/sb  
Enclosures (noted)

**ARTICLES OF INCORPORATION OF**  
**DERMATOLOGY BOUTIQUE, P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice in the profession of medicine in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act; and hereby adopts the following Articles of Incorporation for the entity described herein:

**Article I**  
**NAME**

The name of this corporation is **Dermatology Boutique, P.A.**

**Article II**  
**DURATION**

This corporation shall have perpetual existence.

**Article III**  
**PURPOSE**

The purpose of the Corporation and the nature of its business are as follows:

To practice the profession of medicine, to diagnose and treat patients on matters of health and medicine, to practice medicine in the State of Florida, and to render such services as are ancillary to the practice of medicine, all in accordance with the rules and statutes regulating medical doctors. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all powers which a Florida Professional Medical Service Corporation, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate or personal property of any nature, or any interests therein, without limit as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any and all powers necessary, convenient, or advisable to accomplish one or more of the purposes of the corporation, or which shall at any time appear to be for the benefit of the corporation in connection therewith, which may now or hereafter be lawful for the corporation to do or exercise under and in pursuance of the laws of the State of Florida.

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**Article IV**  
**INITIAL CAPITAL STOCK**

This corporation is initially authorized to issue 100 shares of common stock, each having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting. None of the shares of the corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida and is an active member of the Florida Board of Medicine in good standing.

**Article V**  
**RESTRAINT OR ALIENATION**

No shareholder may sell or transfer his/her share of the corporation except to another individual who is eligible to be a shareholder of the corporation under Florida law.

**Article VI**  
**ADDRESS AND REGISTERED AGENT**

The address of the principal and initial registered office of this corporation is **8911 Collins Ave., # 304, Surfside, Florida 33154**; the principal place of business of the corporation shall be **Miami-Dade County, Florida**; the name of its initial Registered Agent is **Cynthia A. Golomb**. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

**Article VII**  
**DISQUALIFICATION**

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to rendered such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with, and financial interest in, the Corporation.

**Article VIII**  
**BOARD OF DIRECTORS**

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No personal shall serve as a Director of the Corporation unless that person is duly licensed to practice medicine and is an active member of the Florida Board of Medicine in good standing.

The Directors shall be elected by the shareholders of the Corporation. The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

**Cynthia A. Golomb, President/Secretary/Director**  
8911 Collins Ave., # 304  
Surfside, Florida 33154

**Article IX**  
**SUBSCRIBERS**

The names and addresses of the Subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice medicine, are:

**Cynthia A. Golomb, President/Secretary/Director**  
8911 Collins Ave., # 304  
Surfside, Florida 33154

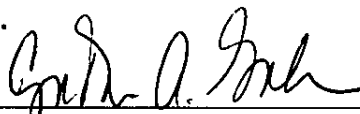
**Article X**  
**INDEMNIFICATION**

This corporation shall indemnify and hold harmless any officers or directors, or any former officers or directors, to the full extent permitted by law. The officers and directors shall not have personal liability for any debts of the corporation, to the full extent permitted by law.

**Article XI**  
**AMENDMENTS**

This corporation reserves the right to modify, amend or repeal any of the provisions contained within these Articles of Incorporation, or any amendments thereto, in accordance with Florida law; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Incorporation on this 28 day of February, 2009.

  
\_\_\_\_\_  
Cynthia A. Golomb

STATE OF FLORIDA            )  
  ):ss  
COUNTY OF Miami Dade

BEFORE ME, the undersigned authority, personally appeared Cynthia A. Golomb, who is personally known to me to be the person who executed the foregoing Articles of Incorporation,

and who also acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the County and State set forth above, on this 28 day of **February, 2009**.



H. BARBARA ZEEMAN  
MY COMMISSION # DD 844054  
EXPIRES: February 15, 2013  
Bonded Thru Budget Notary Services

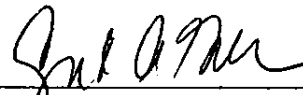
*H. Barbara Zeeman*  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: 2-15-13

**CERTIFICATE OF REGISTERED AGENT**

In compliance with Chapters 48, 607 and 621, Florida Statutes, and any other applicable laws, **Dermatology Boutique, P.A.**, desiring to organize and/or qualify as a Professional Service Corporation under the laws of the State of Florida, and with its principal place of business at **8911 Collins Ave., # 304, Surfside, Florida**, does hereby designate **Cynthia A. Golomb, 8911 Collins Ave., # 304, Surfside, Florida**, as its registered agent to accept service of process within Florida.

Dated this 28 day of **February, 2009**.

  
Cynthia A. Golomb

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated Registered Agent to accept service of process on the aforementioned and described Corporation at the location designated above to accept service of process, I hereby accept my appointment as Registered Agent simultaneously with my designation as same, I agree to comply with the provisions of all statutes pertinent to the proper and efficient performance of my duties as same, and I further attest that I am familiar with the obligations of the position.

Dated this 28 day of **February, 2009**.

  
Cynthia A. Golomb

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