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Division of Corporations  
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Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
HILL DERM ASSOCIATES, INC.

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**ARTICLES OF INCORPORATION  
OF  
HILL DERM ASSOCIATES, INC.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

HILL DERM ASSOCIATES, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of one dollar (\$1.00).

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;  
Initial Registered Office and Agent

The street address and mailing address of the initial corporate office of this Corporation is 1631 Rock Springs Road, #361, Apopka, Florida 32712-2229. The street address of the initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is WHWW, INC., a Florida corporation.

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ARTICLE VI - Directors

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. The initial number of Directors shall be three (3) and the initial members of the Board of Directors shall be:

Howard Kaplan  
3227 Northampton Road  
Charlotte, North Carolina 28210

Elizabeth S. Schmidt  
840 White Ivey Court  
Apopka, Florida 32712

Lois Drotar  
5034 Sirron Court  
Dunwoody, Georgia 30338

B. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name of the Incorporator signing these Articles is Howard Kaplan and his address is 3227 Northampton Road, Charlotte, North Carolina 28210.

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ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.


ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the affirmative vote of seventy-five percent (75%) of the shares issued and entitled to be voted, unless all the Directors and all the Shareholders sign a unanimous written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors, which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of May, 2012.

  
Howard Kaplan

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

WHWW, INC., a Florida corporation

By:   
Richard B. Weinman, Vice President

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