



TALLAHASSEE, FL 32301  
95-0393  
**9500018294**

ACCOUNT NO. 0721000002

REFERENCE : 621313 7727A

AUTHORIZATION : *Patricia Pigitt*

COST LIMIT : \$ 122.50

ORDER DATE : June 16, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 621313

CUSTOMER NO: 7727A

500001515285

CUSTOMER: Ms. Patty Mcelwain  
KALISH & WARD

Suite 4100  
101 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC FILING

NAME: DERM CORP, INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: \_\_\_\_\_

*95-12312*

95 JUN 21 AM 11:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*NR 95-1087*

T. BROWN JUN 21 1995

WILLIAM KALISH  
ALVIN C. WARD  
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HUBERT A. BAKER  
WILLIAM T. HARRISON, III  
THOMAS R. McNAMARA  
REID HANBY  
CHRISTOPHER H. CARTER  
KELLY A. BOBROW

**KALISH & WARD**  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
4100 BARNETT PLAZA  
101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602-8100

TELEPHONE (813) 888-8700  
FACSIMILE (813) 888-8701

PLEASE REPLY TO:  
P.O. BOX 71  
TAMPA, FLORIDA 33601-0071

June 20, 1995

VIA TELECOPY

CIS  
1301 Hayes Street  
Tallahassee, Florida 32301  
Attention: Danny Smith

Re: Articles of Incorporation of Dermcorp, Inc.  
-- Our File No. 16002.95-8275

Dear Danny:

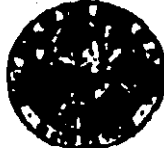
Attached is the name reservation letter for Dermcorp, Inc. Please note that Dermcorp, Inc. is our firm's client and we filed the Articles of Incorporation on behalf of our client.

Thank you for your prompt attention. If you require further information or have additional questions, please feel free to give me a call.

Sincerely,

*Patty McElwain*  
Patty McElwain  
Secretary to Gary Walker

Enclosure



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

March 15, 1995

JAY WOLFSON, ESQ.  
804 EVENINGSIDE CT.  
TAMPA, FL 33613

The name **DERMCORP, INC.** has been reserved for 120 days beginning March 15, 1995. The reservation number is R9500001087 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 855.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 498-9000, the Name Availability Section

Tammy Hampton

Letter number: 795A00011530

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 19, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: DERMICORP, INC.  
Ref. Number: W95000012361

We have received your document for DERMICORP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 495A00029827

ARTICLES OF INCORPORATION  
OF  
DERMCORP, INC.

FILED  
95 JUN 21 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

DERMCORP, INC.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

13801 N. Bruce B. Downs Boulevard, Suite 306  
Tampa, Florida 33613

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

#### ARTICLE 4

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Gary Walker. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

#### ARTICLE 5

##### Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE 6

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of four members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Thomas N. Trunnell, M.D.	13801 N. Bruce B. Downs Boulevard, Suite 306 Tampa, Florida 33613
Roger S. Golomb, M.D.	1122 Druid Road Clearwater, Florida 34616
Richard A. Miller, D.O.	1404 E. Bay Drive Largo, Florida 34641

Articles of Incorporation of  
Dermcorp, Inc.  
Page 3

Harold Seder, M.D.

601 7th Street South  
St. Petersburg, Florida 33701

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Walker	101 East Kennedy Boulevard Suite 4100 Tampa, Florida 33602

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is to develop and operate an organization which contracts for health care services on a statewide basis with physicians, other health care providers, third party payers and employer groups, supports the provision of managed health care services and engages in any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

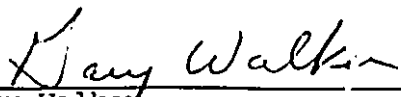
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

  
\_\_\_\_\_  
Gary Walkey



Articles of Incorporation of  
Dermcorp, Inc.  
Page 5

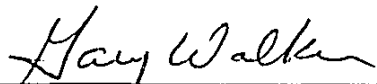
FILED  
95 JUN 21 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DERMCORP, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, Gary Walker, Esquire, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 15<sup>th</sup> day of June, 1995.

  
\_\_\_\_\_  
Gary Walker