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PELLEGRINO & ASSOCIATES, P. A.

SUITE 200N - JUSTICE BUILDING
524 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301
(305) 728-9950

ANTHONY W. PELLEGRINO, ESQ.
ALSO ADMITTED IN MASSACHUSETTS

FAX: (305) 463-5428

July 7, 1995

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Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

FILED
1995 JUL 10 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Allenby Center of Dermatology & Cutaneous Surgery, P.A.

Dear Sir/Madam:

Enclosed, with reference to the above, please find an original and one copy of the Articles of Incorporation of Allenby Center of Dermatology & Cutaneous Surgery, P.A. and a check in the amount of \$122.50.

Please file the original Articles of Incorporation and return a certified copy in the envelope provided. If additional information is needed, please do not hesitate to contact me.

Very truly yours,



Anthony W. Pellegrino

Enc.

cc: Dr. Janet Allenby

F. CHESSEB JUL 14 1995

**ARTICLES OF INCORPORATION
OF**

ALLENBY CENTER OF DERMATOLOGY & CUTANEOUS SURGERY, P.A.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purposes of organizing corporation under the Florida General Corporation Act.

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of this Corporation shall be:

ALLENBY CENTER OF DERMATOLOGY & CUTANEOUS SURGERY, P.A.
1205 Southeast 11th Court
Fort Lauderdale, Florida 33301

ARTICLE II - PURPOSE

The general nature of business to be transacted by the Corporation and its objects and powers shall be the practice of dermatological medicine and other related activities.

This Corporation, subject to any specific written limitations imposed by the laws of the State of Florida, or by these Articles of Incorporation, and solely in furtherance of the purposes set forth in these Articles of Incorporation, shall have an exercise all of the powers and purposes specified and allowable under the law of the State of Florida.

ARTICLE III - AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 100 shares of common stock, having a par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V - REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this Corporation in the State of Florida is:

PELLEGRINO & ASSOCIATES, P.A.
Suite 200N - Justice Building
524 South Andrews Avenue
Fort Lauderdale, Florida 33301

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TALLAHASSEE, FLORIDA

and the initial registered agent shall be:

Anthony W. Pellegrino, Esquire

ARTICLE VI - DIRECTORS

The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one and not more than nine. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

The qualification, time and place of election and term of office of each Director shall be provided for in the By-Laws of the Corporation.

The officers of this Corporation shall consist of a President, Secretary, Treasurer and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

The shareholders of this Corporation shall be entitled to remove any director from office during his or her term without cause.

ARTICLE VII - DIRECTORS ABSENTEE MEETINGS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporation may take action by written consent as provided by law.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

Dr. Janet Allenby
1205 Southeast 11th Court
Fort Lauderdale, Florida 33304

ARTICLE IX - INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

Dr. Janet Allenby
1205 Southeast 11th Court
Fort Lauderdale, Florida 33301

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her prorata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of her shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XII - INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interest in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interest shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as of he were not such director or officer of such other corporation or not so interested.

ARTICLE XIII - DIVIDENDS

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A director shall not be liable for dividends illegally declared, distributions illegally made to

shareholders, or any other action taken by reliance on good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent; not shall she be liable, if, in good faith in determining the amount available for dividends or distribution, she considers the assets to be of their book value.

ARTICLE XV - INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of her being or having been a director or an officer of the Corporation, or a director or officer of any other Corporation which she served as such at the request of the corporation, against the reasonable expenses, including, but not limited to attorneys' fees, actually and necessarily incurred by her in connection with the defenses or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such director may be adjudged to have been guilty of negligence or malfeasance in the discharge of her duties of the Corporation.

ARTICLE XVI - DIRECTOR'S LIABILITY

No director shall be liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws. The defense of any legal, equitable or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings, shall be paid by the corporation, and in the event of a judgment or decree being rendered against the director, the corporation shall indemnify and save him or her harmless.

ARTICLE XVII - REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as a director, shall result in a judgment, decree or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys'

fees, court costs and expenses incurred in the court of attending trials, conferences, depositions, hearings, meeting and appeals of the disposition of all such action.

ARTICLE XVIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors and all of the stockholders of the Corporation eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned being the original incorporator of the Corporation, do hereby certify that the foregoing constitute the Charter of the above Corporation.

WITNESS my hand and seal this 7th day of July, 1995.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Janet Allenby
DR. JANET ALLENBY

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1995 JUL 10 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **JANET ALLENBY**, to me known to be the person described as Incorporator ~~or who has produced~~ as her identification and who did ~~(did not)~~ take an oath; and who executed the foregoing Articles of Incorporation and acknowledged she executed same for the purposes set forth therein.

Witness my hand and official seal in the County and State named above this 7th day of July, 1995.

NOTARY PUBLIC:

Signature:

Name (Typed or Printed):

My Commission Expires:

Anthony W. Pellegrino
Anthony W. Pellegrino
8/31/97



ANTHONY W PELLEGRINO
My Commission CC312126
Expires Aug. 31, 1997
Bonded by HAI
800-422-1555

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment of such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida General Corporation Act, including specifically Section 607.325.

Anthony W. Pellegrino
ANTHONY W. PELLEGRINO