

P95000061380

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A FIDELITY AND SURETY ASSOCIATION)

ONE CLEARLAKE CENTRE SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH FLORIDA 33411
MAILING ADDRESS P.O. BOX 3555
WEST PALM BEACH FLORIDA 33402-0555
TELEPHONE (407) 650-8500
FACSIMILE (407) 650-8539

JAMES A. FARRELL
(407) 650-8539

95 AUG - 8 11:59
FILED

August 7, 1995

VIA FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

2000071555812
- 08/09/95 -- 01014 -- 014
***122.50 ***120.50

Re: Boca Dermatology and Cosmetic Surgery, Inc.

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Department of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00

\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Patricia A. Cote

Patricia A. Cote
Legal Assistant to
James A. Farrell

PAF
8/9/95
Enclosures

WPB95 1979.1 - PAC

AMSTERDAM OFFICE
EUROPA BOULEVARD 56
1000 ADAMSSTADT
1000 NETHERLANDS
TELEPHONE 011 20 663 6000
FACSIMILE 011 20 663 6000

KEY LARGO OFFICE
OCEAN BLUE CLUB
OCEAN BLUE DRIVE
SUITE 200
OCEAN BLUE PLAZA
KEY LARGO FLORIDA 33091
TELEPHONE (305) 867 2001

LONDON OFFICE
BROMLEY STREET
LONDON W14 8JG
TELEPHONE 011 44 171 893 4000
FACSIMILE 011 44 171 893 4000

MIAMI OFFICE
3500 MIAMI CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI FLORIDA 33133
MIAMI 305 556 6000
BROWARD 305 467 7000
FACSIMILE 305 556 6000

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO FLORIDA 32801
TELEPHONE (407) 421 1500
FACSIMILE (407) 425 8000

ARTICLES OF INCORPORATION
OF
BOCA DERMATOLOGY AND COSMETIC SURGERY, INC.

FILED
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The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be BOCA DERMATOLOGY AND COSMETIC SURGERY, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is attn. Virginia Rae, M.D., 5250 Boca Marina Circle, Boca Raton, Florida 33487.

ARTICLE III

Purpose

This Corporation is organized for the purpose of providing physician services through physicians practicing in dermatology and cosmetic surgery and for providing diagnostic medical and surgical care to members of the public, and for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of Ten Cents (\$0.10) par value common stock.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o James A. Farrell, Suite 500, 250 S. Australian Ave., W. Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is James A. Farrell.

ARTICLE VII

Board of Directors

This Corporation shall initially have two (2) directors. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names of the initial directors of this Corporation is as follows:

Virginia Rae, M.D.

Ed Potter

ARTICLE VIII

Officers

The affairs of this Corporation shall be managed by a President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation. The names of the first officers of this Corporation, who shall serve until such time as they resign, are removed, or their successors are elected, appointed and have qualified are:

President

Virginia Rae, M.D.

Secretary/Treasurer

Ed Potter

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors with a right of approval by the Shareholders.

ARTICLE X

Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

ARTICLE XI

Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable

belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit

or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

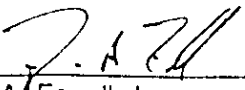
4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII

Incorporator

The name and address of the person signing these Articles is as follows: James A. Farrell, Suite 500, 250 S. Australian Ave., W. Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of August, 1995.

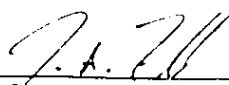


James A. Farrell, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.

THAT BOCA DERMATOLOGY AND COSMETIC SURGERY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON, STATE OF FLORIDA HAS NAMED JAMES A. FARRELL, LOCATED AT SUITE 500, 250 S. AUSTRALIAN AVE., W. PALM BEACH, FL 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



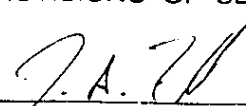
JAMES A. FARRELL

Incorporator _____

(Title)

August 7th, 1995
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES.



JAMES A. FARRELL, Registered Agent

August 7, 1995
(Date)

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STATE OF FLORIDA
COUNTY OF PALM BEACH

FILED
95 AUG -8 11:59

The foregoing instrument was acknowledged before me this 7th day of August 1995, by James A. Farrell, as Incorporator, of Boca Dermatology and Cosmetic Surgery, Inc., a corporation, to me well known, and whom did not take an oath.

Patricia A. Cote
Sign Name

Patricia A. Cote
Print Name

Notary Public, State and County
aforesaid

(NOTARY SEAL)

My commission expires:

OFFICIAL NOTARY SEAL PATRICIA A COTE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC267728 MY COMMISSION EXP. APR. 14, 1997
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1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0201 FAX

800-342-8086

ACCOUNT NO. : 072100000032

REFERENCE : 926047 9643A

AUTHORIZATION : *Patricia Piggott*

COST LIMIT : 6 PREPAID

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 APR 22 AM 10:35
11:11 PM

ORDER DATE : April 22, 1996

ORDER TIME : 9:23 AM

ORDER NO. : 926047

CUSTOMER NO: 9643A

CUSTOMER: Claire Hoosac, Legal Assistant
Sachs & Sax
P. O. Box 810037

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
904-222-0171
*****5.00 *****5.00

Boca Raton, FL 33481-0037

DOMESTIC AMENDMENT FILING

NAME: BOCA DERMATOLOGY AND COSMETIC
SURGERY CENTER, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

11/3
[Signature]
11/6/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1996

RESUBMIT

Please give original
submission date as file date

CSC NETWORKS
HARRY
TALLAHASSEE, FL

SUBJECT: BOCA DERMATOLOGY AND COSMETIC SURGERY, INC.
Ref. Number: P95000061380

We have received your document for BOCA DERMATOLOGY AND COSMETIC SURGERY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If shareholder approval was not required, a statement to that effect must be contained in the document.

If the amendment was adopted by the directors and shareholder approval was not required, the document must be executed by a director.

The document states that the Articles of Incorporation were filed on August 9, 1995 ---- our records indicate that they were filed on August 8, 1995, please correct the document accordingly.

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) 487-6957.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

Letter Number: 796A00018734

Joy Moon-French
Corporate Specialist

ARTICLES OF
AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BOCA DERMATOLOGY AND COSMETIC SURGERY, INC.

FILED
96 APR 22 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Articles of Incorporation of BOCA DERMATOLOGY AND COSMETIC SURGERY, INC. ("Corporation") are amended to read as follows, pursuant to Article X of the Articles of Incorporation filed with the Department of State on August 8, 1995:

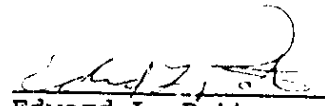
ARTICLE ONE

1. Article 1 is hereby amended in its entirety and replaced by the following:

The name of the Corporation shall be Boca Dermatology and Cosmetic Surgery Center, Inc.

This Amendment was adopted as of the 1st day of April, 1996, and the number of votes cast for this amendment by the shareholders/directors of the Corporation was sufficient for approval pursuant to Section 607.181, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this 22nd day of April, 1996.


Edward L. Potter
Director, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 22nd day of April, 1996 by Edward L. Potter, as Secretary of Boca Dermatology and Cosmetic Surgery, Inc., a Florida corporation, on behalf of the Corporation, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC

PRINT/STAMP/TYPE NAME: *Steven I. Danifels*

COMMISSION EXPIRES:

COMMISSION NUMBER:

