

1201 HAYS STREET
TALLAHASSEE, FL 32310
(904) 222-0111
(904) 222-0111 FAX

800-342-8086

P96000010727



EFFECTIVE DATE
2/1/96

ACCOUNT NO. : 072100000032

REFERENCE : 030092 015920

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 030092

900001705129

CUSTOMER NO: 015920

CUSTOMER: Elaine Brown, Legal Assistant
MILNE MYERS & BUCKINGHAM, P.A.

Suite 100
4595 Lexington Avenue
Jacksonville, FL 32210

DOMESTIC FILING

NAME: CHARNECO SKIN CARE & LASER
CENTER, P.A.

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

note effective
DATE
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 FEB -2 PM 11:26
FILED
2/1/96

EFFECTIVE DATE

2/1/96

ARTICLES OF INCORPORATION
OF

CHARNECO SKIN CARE & LASER CENTER, P.A.
TALLAHASSEE, FLORIDA

FILED
96 FEB -2 PM 3:34
SECRETARY OF STATE

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of this corporation is CHARNECO SKIN CARE & LASER CENTER, P.A..

ARTICLE II
EFFECTIVE DATE

The effective date of the corporation shall be February 1, 1996, the date of execution of these Articles of Incorporation.

ARTICLE III
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The mailing address of the corporation's principal office is 1801 Barrs Street, Suite 615, Jacksonville, FL 32204-4746. The name of the initial registered agent of the corporation, located at that office, is Mazel L. Thompson.

ARTICLE IV
DURATION

The period of corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE V
PURPOSE

The purpose of the corporation is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the corporation is medicine.

ARTICLE VI
CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have value of \$1.00 per share.

ARTICLE VII
CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than \$1,000.

ARTICLE VIII
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida including, but not limited to, the following:

- a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care treatment.
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through its officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IX
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Dale R. Charneco, MD
1801 Barrs Street, Suite 615
Jacksonville, FL 32204-4746

Richard J. Hilder, MD
1801 Barrs Street, Suite 615
Jacksonville, FL 32204-4746

ARTICLE X
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

Dale R. Charneco, MD
1801 Barrs Street, Suite 615
Jacksonville, FL 32204-4746

Richard J. Hilder, MD
1801 Barrs Street, Suite 615
Jacksonville, FL 32204-4746

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year, and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE XI
BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than three (3) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws, the internal affairs of the corporation will be regulated and managed in accordance with the bylaws.

ARTICLE XII
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least sixty (60) per cent of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders prorata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at Jacksonville, Florida this _____ day of February, 1996.

Dale R. Charneco, M.D.
Dale R. Charneco

Richard J. Hilder, M.D.
Richard J. Hilder

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Dale R. Charneco and Richard J. Hilder, each of whom is personally known to me, and they acknowledged to me that they executed the foregoing Articles of Incorporation for the purposes stated therein.

Executed in Jacksonville, Florida this February 1, 1996.

Mazel L. Thompson
Notary Public



CONSENT

I, Mazol L. Thompson, hereby acknowledge that I am familiar with the responsibilities of resident agent, and accept the above designation.

Mazol L. Thompson
Mazol L. Thompson

FILED

96 FEB -2 PM 3.34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HERMAN S. PAUL

ATTORNEY AT LAW
2468 ATLANTIC BOULEVARD
JACKSONVILLE, FLORIDA 32207
(904) 398-7100

APR 26, 1999

TAX ID 348 0921

P96000010727

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

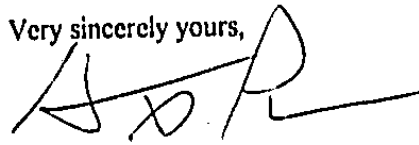
RE: Charneco Skin & Laser Center, P.A.

100002126981--5
-03/28/97--01072--003
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment for the above referenced corporation. I have enclosed my check for 87.50 in payment of your filing fee and the cost of the Certificate.

Very sincerely yours,



Herman S. Paul

HSP/kah
Enclosures

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
APR 28 1999

OK
P96000010727
Amend
3-28-97
* Conf Copy

ARTICLES OF AMENDMENT

CHARNECO SKIN CARE & LASER CENTER, P.A.

Pursuant to Section 607.1002, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article VI is amended to read as follows:

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1,000 shares. These shares shall be of a single class of common stock, and shall have value of \$ 1.00 per share.

2. The foregoing amendment was adopted on March 20, 1997.

3. The foregoing amendment was adopted by the Board of Directors without shareholder action, such shareholder action not being required by the Florida Statutes or Florida Business Corporation Act.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment on March 20, 1997.

Dale R. Charneco, M.D.
DALE R. CHARNECO, M.D.,
President

Richard J. Hilder, M.D.
RICHARD J. HILDER, M.D.,
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of MARCH, 1997 by DALE R. CHARNECO, M.D., President of CHARNECO SKIN CARE & LASER CENTER, P.A., on behalf of the corporation. He did take an oath and

☒ is personally known to me.

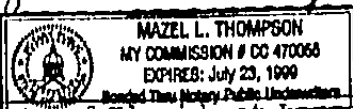
☐ produced a current _____
driver's license as identification.

☐ produced _____
as identification.

NOTARY PUBLIC:

sign Mazel L. Thompson

print _____


~~State of Florida at Large~~ (Seal)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of March, 1997 by RICHARD J. HILDER, M.D., Secretary of CHARNECO SKIN CARE & LASER CENTER, P.A., on behalf of the corporation. He did take an oath and

☒ is personally known to me.

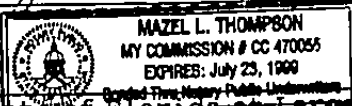
☐ produced a current _____
driver's license as identification.

☐ produced _____
as identification.

NOTARY PUBLIC:

sign Mazel L. Thompson

print _____


~~State of Florida at Large~~ (Seal)
My Commission Expires: