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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

POST OFFICE BOX 15200
DAYTONA BEACH, FLORIDA
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DAYTONA BEACH, FLORIDA
32118-3953
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Of Counsel
HARRY G. McCONNELL

July 31, 1998

698063

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32304

Re: Amended and Restated Articles of Incorporation of Dermatology Associates of Northeast Florida, Inc.

Dear Sir:

Enclosed herewith are the proposed Amended and Restated Articles of Incorporation of the above referenced corporation, along with the Acceptance of Registered Agent which we ask be filed in your office. When the Articles have been filed, I would appreciate receiving a certified copy, indicating the filing date. I have included a photocopy of the proposed Articles of Incorporation for that purpose.

My check is enclosed to cover the following expenses:

| | |
|----------------------|--------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Fee | <u>35.00</u> |
| TOTAL | \$ 122.50 |

Thank you for your attention to this matter. With best regards, I remain,

Very truly yours,

Larry R. Stout

Larry R. Stout
Stamped to avoid delay in mailing

Encl.
cc: Mark S. Cheiken

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2916000046364
Larry R. Stout
Stamped to avoid delay in mailing
Aug 10 1998
cc: Mark S. Cheiken
Encl.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
DERMATOLOGY ASSOCIATES OF NORTHEAST FLORIDA, INC.**

Pursuant to the provisions of Sections 607.1003, 607.1006, 607.1007 AND 621.13, Florida Statutes, the undersigned corporation, Dermatology Associates of Northeast Florida, Inc., hereafter to be known as Dermatology Associates of Northeast Florida, P. A., in accordance with a resolution adopted by its Board of Directors and sole Shareholder, hereby adopts the following Amended and Restated Articles of Incorporation, as follows:

**ARTICLE I
(Amended)
CORPORATE NAME**

The name of this Corporation is amended and restated to be Dermatology Associates of Northeast Florida, P. A.

**ARTICLE II
(Amended)
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation and the purposes for which it is formed are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an osteopathic or allopathic physician duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the officers, employees, and agents of this corporation who are duly licensed under the laws of the State of Florida to render professional medical services.

(b) To promote medical, surgical and scientific research and knowledge; to furnish related laboratory and clinical services and products; to invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other types of investments, and to own real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of such professional services.

(c) To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Amended and Restated Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of this corporation.

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SECRETARY OF STATE
TENNESSEE, FLORIDA
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(d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended. All of the corporate powers set forth in Chapter 607 of the Florida Statutes and in Chapter 621 of the Florida Statutes shall be applicable to this corporation except that if any of the provisions of Chapter 621 are interpreted to be in conflict with Chapter 607, the provisions of Chapter 621 shall take precedence.

ARTICLE III
(Amended)
CAPITAL STOCK

The Capital Stock of this Corporation shall consist of 1000 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV
(Amended)
TERM OF EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE V
(Amended)
ADDRESS OF CORPORATION

The principal office and mailing address of this Corporation shall be 33 Old Kings Road, Suite 3, Palm Coast, Florida 32137, with the privilege of having other offices at other places within and without the State of Florida.

ARTICLE VI
(Amended)
REGISTERED AGENT

The registered office of this Corporation shall be 33 Old Kings Road, Suite 3, Palm Coast, Florida 32137, and the registered agent of this Corporation at such office shall be Mark S. Cheiken, D. O., who upon acceptance shall comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII
(Amended)
BOARD OF DIRECTORS

This Corporation presently has two Directors. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be

less than one. The name and address of the present Directors of this Corporation are:

Mark S. Cheiken, D. O.
33 Old Kings Road, Suite 3
Palm Coast, Florida 32137

Kimberly V. Cheiken
33 Old Kings Road, Suite 3
Palm Coast, Florida 32137

ARTICLE VIII
(Amended)
OFFICERS

The officers of this Corporation shall be a President and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such manner, shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE IX
(Amended)
SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an osteopathic or allopathic doctor under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE X
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.(Amended)

ARTICLE XI
DISQUALIFICATION

If any officer, shareholder, agent or employee of this corporation who has been rendering medical services to the public, shall become legally disqualified to render such services within the State, or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his or her continuing the rendition of such professional services, he or she shall sever all employment with and financial interest in this corporation forthwith.

ARTICLE XII ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

ARTICLE XIII MANAGEMENT

The business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

ARTICLE XIV AMENDMENT

These Amended and Restated Articles of Incorporation may be further amended in the manner provided by law. Every amendment shall be approved at a shareholders meeting by a majority of the shares of stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV 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 two-thirds of the outstanding shares of the corporation entitled to vote thereon. On

dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

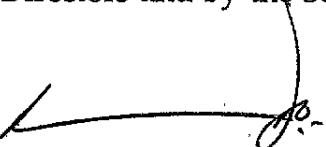
CERTIFICATION

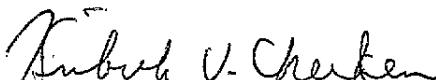
THE UNDERSIGNED HEREBY CERTIFY that the foregoing Amended and Restated Articles of Incorporation were adopted on June 17, 1998. The following voting groups were entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was as follows:

| <u>Voting Group</u> | <u>Number of Affirmative Votes</u> |
|---------------------|------------------------------------|
| Common stock | 100 |

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

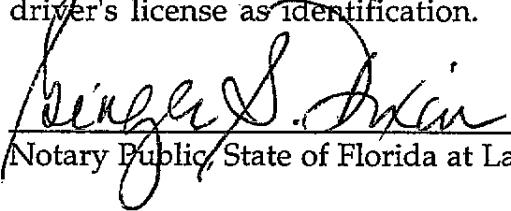
IN WITNESS WHEREOF, the undersigned, have executed these Amended and Restated Articles of Incorporation, on June 17, 1998 after approval by the Board of Directors and by the Sole Shareholder of said corporation.

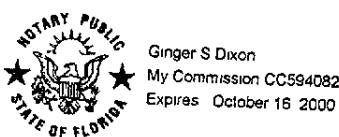

Mark S. Cheiken, D. O.
President, Director, Sole Shareholder
and Registered Agent


Kimberly V. Cheiken
Secretary/Treasurer/Director

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me on June 17, 1998 by Mark S. Cheiken, D. O., as the President, Director, Sole Shareholder, and Registered Agent of Dermatology Associates of Northeast Florida, Inc., on behalf of the corporation. He is (check one) personally known to me or has produced his Florida driver's license as identification.


Ginger S. Dixon
Notary Public, State of Florida at Large



STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me on June 17, 1998 by Kimberly V. Cheiken, as the Secretary/Treasurer and Director of Dermatology Associates of Northeast Florida, Inc., on behalf of the corporation. She is (check one) personally known to me or has produced her Florida driver's license as identification.

Ginger S. Dixon
Notary Public State of Florida at Large



Ginger S Dixon
My Commission CC594082
Expires October 16 2000

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation at 33 Old Kings Road, Suite 3, Palm Coast, Florida 32137, I hereby accept said appointment, and agree to comply with the provisions of said Act relative to keeping open said office.

Mark S. Cheiken, D. O.