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KEVIN I. DOWNEY

ATTORNEY AT LAW

2031-B N.W. 41st STREET
GAINESVILLE, FLORIDA 32606

(352) 373-4554

February 19, 1997

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

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Re: Heller Dermatology Center, P.A.

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Kevin I. Downey

FILED
97 FEB 20 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures (2)

Dmc
2.25.97

ARTICLES OF INCORPORATION
of
Heller Dermatology Center, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation, Principal Office, and Mailing Address

The name of the corporation is: **Heller Dermatology Center, P.A.**

The principal office and mailing address of the corporation will be 37 Coquina Ridge Way, Ormond Beach, Florida 32174.

ARTICLE II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a) To engage in every aspect of the practice of dermatology, and all its fields of specialty.
- b) To engage and render the professional services involved only through its officers, agents, and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d) To engage in no other business other than the rendition of the professional services specified herein.
- e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

Capital Stock

- a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.
- b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c) Shares in the corporation's stock shall be issued only to doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the corporation.
- d) All Shareholders shall have preemptive rights in future stock sales by the corporation.

ARTICLE IV

Duration

The corporation shall have perpetual existence, commencing upon execution and filing of these Articles.

ARTICLE V

Initial Registered Agent

The name and address of the corporation's initial Registered Agent are:

Kevin I. Downey
2631 N.W. 41st Street, Suite B-2
Gainesville, Florida 32606

ARTICLE VI

Incorporator

The name and address of the Incorporator are:

Kevin I. Downey
2631 N.W. 41st Street, Suite B-2
Gainesville, Florida 32606

ARTICLE VII
Board of Directors

The corporation shall have an initial Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of a majority of the Shareholders, but shall never be less than one (1). The name and address of the initial Director of the corporation are:

Jeffrey J. Heller

37 Coquina Ridge Way, Ormond Beach, Florida 32174

ARTICLE VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX
Severance and Termination of Employment

If any officer, Shareholder, agent or employee of the corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, then he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation or other Shareholders shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken, or to be taken, by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

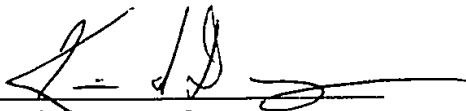
ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
Bylaw Amendment

The power to adopt, alter, amend, or repeal the bylaws of the corporation shall be vested in the Board of Directors and Shareholders, provided such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on February 19, 1997.


Kevin I. Downey, Incorporator

Having been named as Registered Agent for the above-styled corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1996).


Kevin I. Downey
Registered Agent