

ARTICLES OF INCORPORATION OF
PARKS DERMATOLOGY CENTER, P.A.

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The undersigned incorporator, who is a licensed medical doctor and is legally authorized to engage in the practice of medicine in the State of Florida hereby forms a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is Parks Dermatology Center, P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 1385 West Granada Boulevard, Suite 1, Ormond Beach, Volusia County, Florida 32174. The name of the initial registered agent of the corporation, located at the office is Jeffrey Dean Parks, M.D.

ARTICLE III

DURATION

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

ARTICLE IV

PURPOSE

This corporation is organized for the following purposes:

- A. To engage in the practice of medicine as a

professional corporation with an emphasis on dermatology and to own and operate a medical clinic for the purposes of providing medical care and 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 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 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 officers, employees and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE V

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 five hundred (500) shares. These shares shall be of a single class of common stock, and shall have a value of One Dollar (\$1.00) per share.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medical dermatology is not less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII

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. The power to do all things referenced in Article IV above.
- B. The power to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.
- C. The power to own real and/or personal property necessary for the rendering of professional medical services.

ARTICLES VIII

INCORPORATORS

The name and address of the person signing these Articles of Incorporation as an Incorporator is:

NAME	ADDRESS
JEFFREY DEAN PARKS, M.D.	1385 West Granada Blvd. Suite 1, Ormond Beach, FL 32174

ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is One (1), and the name and address of the initial Director is as follows:

Name	Address
JEFFREY DEAN PARKS, M.D.	1385 West Granada Blvd. Suite 1 Ormond Beach, FL 32174

The initial Director shall hold office until his successor(s) are elected and qualified as provided in the bylaws. The term of office of each director shall be One (1) year OR until the election and qualification of a successor(s). 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 X

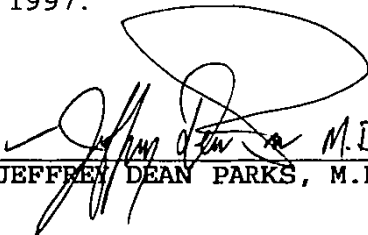
BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Ten (10) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the initial Shareholder, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI
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 three fourths (3/4) 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 pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 21ST day of April, A.D., 1997.

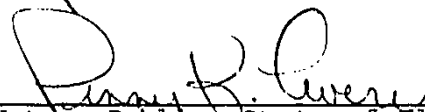


JEFFREY DEAN PARKS, M.D.

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JEFFREY DEAN PARKS, M.D., who is personally known to me to be the person described as the Subscriber and Incorporator, who has executed the foregoing Articles of Incorporation and who has not taken an oath.

WITNESS my hand and seal in the County and State above named this 21ST day of April, A.D., 1997.



Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PARKS DERMATOLOGY CENTER, P.A., which is contained in the foregoing Articles of Incorporation.

DATED this 21ST day of April, 1997.



JEFFREY DEAN PARKS, M.D.
Registered Agent

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