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Gary S. Edinger
Attorney at Law

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September 23, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
(904) 488-9000

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BY FEDERAL EXPRESS

RE: Incorporation of: Preferred Professional Services, Inc.
Primecare Dermatology Associates, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for each of the above-referenced proposed Florida corporations. Also enclosed are separate checks in the amount of \$122.50 each, representing payment of the following items for each corporation:

| | |
|----------------------|----------|
| Filing Fee | \$35.00 |
| Certified Copy Fee | \$52.50 |
| Registered Agent Fee | \$35.00 |
| TOTAL | \$122.50 |

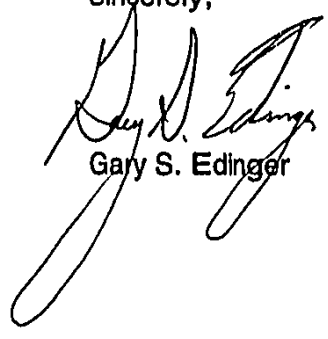
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return a certified copy for each corporation to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

DME
9-25-97

Sincerely,


Gary S. Edinger

gse
Enclosures

ARTICLES OF INCORPORATION
OF
PRIMECARE DERMATOLOGY ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is PRIMECARE DERMATOLOGY ASSOCIATES, INC.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida, including but not limited to provision of medical services.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock the Corporation shall be authorized to have outstanding is 10,000 shares of Class A voting common stock with 1 mill (\$0.001) par value and 10,000 shares of Class B nonvoting common stock with 1 mill (\$0.001) par value. The corporation shall have a lien on its

shares of stock for any debts or liability incurred to it by a shareholder before being notified of the transfer or levy on such shares.

ARTICLE IV

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE V

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER, Esquire
305 N.E. 1st Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI

Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

Initial Director

The name of the initial director of this Corporation and his street address is:

| <u>Name</u> | <u>Address</u> |
|----------------------------|---|
| RALPH H. HARTKE, JR., M.D. | 2005 N.W. 135th Terrace Gainesville, Florida 32606 |

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and are qualified, whichever first occurs.

ARTICLE VIII

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles is:

| <u>Name</u> | <u>Address</u> |
|----------------------------|---|
| RALPH H. HARTKE, JR., M.D. | 2005 N.W. 135th Terrace Gainesville, Florida 32606 |

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by two-thirds vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of September, 1997.

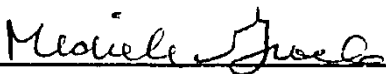


RALPH H. HARTKE, JR., M.D.

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared RALPH H. HARTKE, JR., M.D., who is personally known to me, or who produced a Florida driver's license as identification, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to same on the 23rd day of September, 1997.

MICHELE B. GROEB
Notary Public - State of Florida
My Commission Expires Sep 20, 1999
Commission # CC496866



NOTARY PUBLIC, State of Florida
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

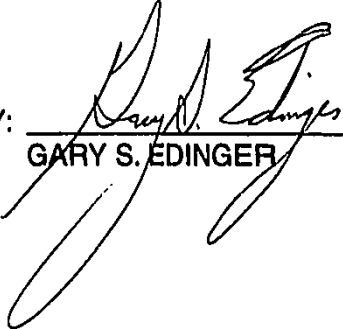
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TALLAHASSEE FLORIDA
CLERK OF THE COURT

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That PRIMECARE DERMATOLOGY ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida has named GARY S. EDINGER, Esquire, located at 305 N.E. 1st Street, City of Gainesville, County of Alachua, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY: 
GARY S. EDINGER