

P-980000 48503
SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (561) 835-8500
FACSIMILE (561) 650-8530

FILED
98 MAY 28 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 1998

Via FedEx

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100002538171-4
-05/28/98--01064--008
****122.50 ****122.50

Re: **PALM BEACH DERMATOLOGY, INC.** 9

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

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

Please return the certified copy to the attention of the undersigned. Thank you for your cooperation in this matter.

Very truly yours,


James A. Farrell

Enclosures

F. CHESSEY JUN 1 1998

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1083 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-561-0969
FACSIMILE 011-3120-642-1475

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 5RE ENGLAND
TELEPHONE 011-44171-493-4840
FACSIMILE 011-44171-493-4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (954) 467-8841
FACSIMILE (305) 381-9982

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 425-8316

TALLAHASSEE OFFICE
215 SOUTH MONROE STREET
SUITE 600A
TALLAHASSEE, FLORIDA 32301
TELEPHONE (850) 521-0600
FACSIMILE (850) 521-0604

**ARTICLES OF INCORPORATION
OF
PALM BEACH DERMATOLOGY, INC.**

FILED
98 MAY 28 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be Palm Beach Dermatology, Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 470 Columbia Drive, West Palm Beach, FL 33409.

ARTICLE III

Purpose

This Corporation is organized for the purpose of providing physician services through physicians practicing in dermatology and for providing medical and surgical services to members of the public, and for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of Ten Cents (\$0.10) par value common stock.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this Corporation is 250 Australian Ave. South, Suite 500, W. Palm Beach, Florida 33401, and the name of the registered agent of this Corporation at that address is James A. Farrell.

ARTICLE VII

Board of Directors

This Corporation shall initially have six (6) directors. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

ARTICLE VIII

Officers

The affairs of this Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation. The names of the initial officers are as follows:

President	Steven Rosenberg, M.D.
Vice President	Dan Sokoloff, M.D.
Vice President	Scott Fayne, M.D.
Secretary	Robert DiBacco, M.D.
Treasurer	Art Smith, M.D.
Medical Director	Warren Zwecker, M.D.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors with a right of approval by the Shareholders.

ARTICLE X

Amendment of Articles

These Articles may be amended at any time by the Board of Directors, upon the approval of a majority of the Shareholders.

ARTICLE XI

Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment,

order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such

action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

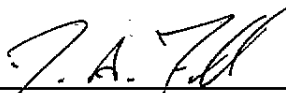
3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII

Incorporator

The name and address of the Incorporator signing these Articles is James A. Farrell, Suite 500, 250 Australian Ave.S., W. Palm Beach, FL 33401.

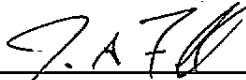


James A. Farrell

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 27th DAY OF MAY, 1998



James A. Farrell
(Registered Agent)

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27th day of May, 1998, by James A. Farrell, as Incorporator, of Palm Beach Dermatology, Inc., a corporation, to me well known, and whom did not take an oath.

Carol A. Maletta

Sign Name

CAROL A. MALETTA

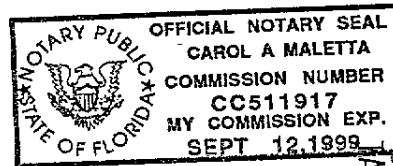
Print Name

Notary Public, State and County aforesaid

(NOTARY SEAL)

My commission expires:

WPB95 63946.1



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 28 AM 8:37

FILED