

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

DERMA-NU, P.A.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 1999

DEAN, MEAD, EDGERTON

SUBJECT: DERMA-NU, P.A.
REF: W99000011989

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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**ARTICLES OF INCORPORATION
OF
DERMA-NU, P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation will be DERMA-NU, P.A. The principal office and mailing address for the corporation will be 591 Oak Commons, Suite A, Kissimmee, Florida 34741.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation will be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

PREPARED BY:

Robert W. Mead, Jr., Esq.

Florida Bar No. 119879

Dean, Mead, et al

P. O. Box 2346, Orlando, Florida 32802

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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the 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 the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation will be Joseph L. Torres, M.D., whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation will be 591 Oak Commons, Suite A, Kissimmee, Florida 34741.

ARTICLE VI - TERM OF EXISTENCE

This corporation will commence its existence on May 14, 1999 and will exist perpetually unless dissolved according to law.

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ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation will be one (1).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but will never be less than one (1).
- C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Joseph L. Torres, M.D.	591 Oak Commons, Suite A Kissimmee, Florida 34741

- D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

- E. Each Director will be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Joseph L. Torres, M.D.	591 Oak Commons, Suite A Kissimmee, Florida 34741

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ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine 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 hereunder. No shareholder of this corporation will 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.

ARTICLE X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives herein above stated, this corporation will have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, 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. To purchase and acquire any or all of its shares owned and held by any shareholder who 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; provided, however, that the capital of the corporation is not impaired thereby.

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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 corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this
14th day of May, 1999.




Joseph L. Torres, M.D.

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Having been named Registered Agent for the above Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that 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 obligations set forth in Section 607.0505, Florida Statutes.



Joseph L. Torres, M.D.

Date: May 14, 1999

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