

ARTICLES OF ORGANIZATION
OF
FLORENCE DERMATOLOGY FOUNDATION, L.L.C.

Pursuant to the Provisions of Sections 10-12-1, et seq. of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company is Florence Dermatology Foundation, L.L.C. (the "Company").

ARTICLE II. DURATION

The Company shall have a duration from the date of organization until December 31, 2046, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III. PURPOSES

The purposes for which the Company is formed are:

(a) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(b) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(c) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(d) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV. REGISTERED OFFICE; REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be 809 Inverness Cliffs, Birmingham, Alabama 35242, and its registered agent at such address shall be Bruce Michael Rye, M.D.

ARTICLE V. INITIAL MEMBERS

The names and addresses of the initial members are:

Bruce Michael Rye, M.D.
809 Inverness Cliffs
Birmingham, Alabama 35242

J. Michael Webb, M.D.
1011 Highway 150
Vandiver, Alabama 35176

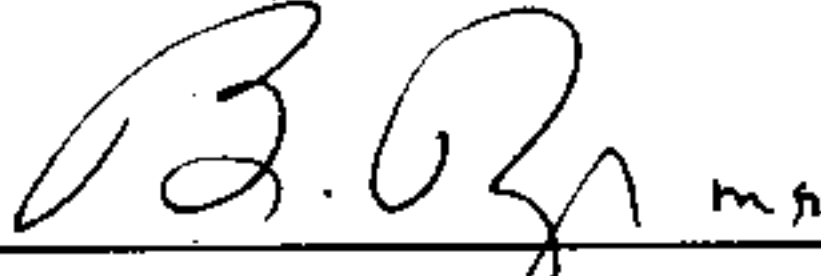
ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Upon the unanimous written consent of the members, the Company may permit the admission of additional Members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

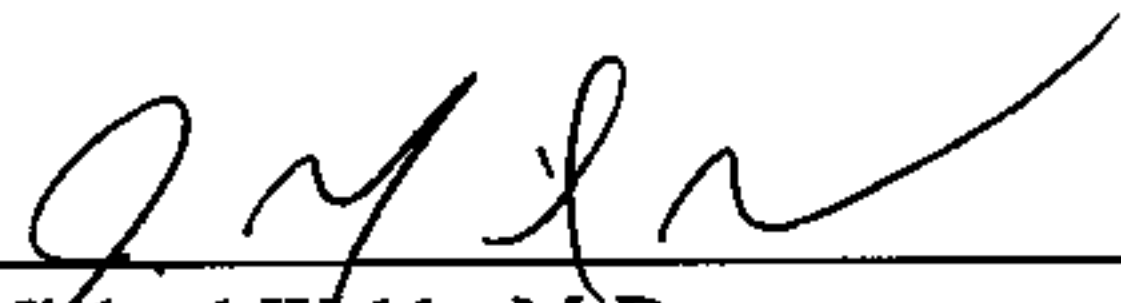
ARTICLE VII. CONTINUATION OF BUSINESS

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a Member of the Company if (i) there are at least two remaining Members or at least one remaining Member and a new Member is admitted, and (ii) the business of the Company is continued by the written consent of all of the remaining Members within 90 days after the occurrence of the event of dissociation.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 27th day of March, 1996, by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.



Bruce Michael Rye, M.D.



J. Michael Webb, M.D.

This document prepared by:

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