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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Gulf Coast Pediatrics, PA.

Signature _____

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STATE OF FLORIDA }
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GULF COAST PODIATRY, P. A.

KNOW ALL MEN BY THESE PRESENTS,

That I, **LARRY L. HODSON, D. P. M.**, the undersigned incorporator, for the purpose of forming a professional association pursuant to the provisions of the statutes of the State of Florida, do hereby adopt these articles of incorporation, the same to constitute a charter for carrying on the profession hereinafter specified.

ARTICLE I

NAME OF THE ASSOCIATION: The name of the professional association shall be **GULF COAST PODIATRY, P. A.**

ARTICLE II

PURPOSES: The nature of the profession and the purposes for which the professional association is formed shall be as follows:

(1) To render professional services in the practice of podiatry in accordance with the canons of professional ethics and in accordance with all rules of practice and other regulations adopted by any medical association of which the shareholders may become members. The professional association shall engage in no other business except as permitted by the Florida statutes.

(2) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid profession.

(3) To transact all lawful business for which professional associations may be incorporated under the Florida statutes, including the power to invest in real estate, mortgages, stocks, bonds, and any other type of investment, and to own real or personal property necessary or appropriate for rendering the aforesaid professional services.

ARTICLE III

PRINCIPAL OFFICE AND AGENT: The address of the initial principal office of the professional association shall be 2201 Jenks Avenue, Panama City, Florida 32405, and the initial agent at such address shall be **LARRY L. HODSON, D. P. M.**

ARTICLE IV

DURATION: The duration of the professional association shall be perpetual unless the association is dissolved by law or otherwise terminated.

ARTICLE V

SHARES: The professional association is authorized to issue 1,200 shares of common stock having a par value of One Dollar (\$1.00) each.

ARTICLE VI

(1) INCORPORATOR: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry L. Hodson, D. P. M.	2201 Jenks Avenue Panama City, Florida 32405

(2) DIRECTORS: The initial board of directors shall consist of one director, and such number thereafter as may be fixed by the bylaws. The name and address of the person who is to serve as sole director until the first meeting of the shareholders, or until his successor is elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry L. Hodson, D. P. M.	2201 Jenks Avenue Panama City, Florida 32405

ARTICLE VII

(1) VOTING: At any meetings of the shareholders of the professional association, the shareholders of record shall be entitled to one vote for each share standing in their name. Shares may be voted by the shareholders either in person or by proxy.

(2) **MANAGEMENT:** The business and affairs of the professional association shall be managed and conducted in accordance with the by-laws of the professional association. No officer or director who is not duly licensed to practice medicine in the State of Florida shall participate in any decision constituting the practice of such profession.

(3) **SHARES NONASSESSABLE:** The shares of the professional association, when fully paid for in accordance with the subscription therefor, shall be fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by him.

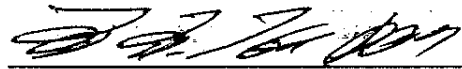
(4) **LIEN ON SHARES:** The professional association shall have a lien on the shares of a shareholder for any debt or liability owed to it by him before a notice of transfer or levy on such shares is received by the professional association. The professional association shall have such rights with respect to this lien as are conferred by the laws of the State of Florida.

(5) **AMENDMENTS:** The professional association reserves the right to amend any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the professional association are granted subject to this reservation.

ARTICLE VIII

SHAREHOLDERS: Except as otherwise provided within the Florida statutes, as amended, the shares of the professional association shall be issued, owned, and registered only in the names of individuals who are duly licensed to practice medicine in the State of Florida. Any issuance or transfer of the shares of the professional association in violation of this provision shall be null and void.

22nd IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on this the day of November, 2002.



LARRY L. HODSON, D. P. M.
Incorporator

Prepared by:

F. Mitch McNab
Attorney At Law
Post Office Box 5612
Dothan, Alabama 36302

S: Gulf Coast Podiatry, P.A.-ArtsofInc

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section of 607.0501, Florida Statutes, the undersigned association, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the association is **GULF COAST PODIATRY, P. A.**
2. The name and address of the registered agent and office is:

Larry L. Hodson, D. P. M.

2201 Jenks Avenue
Panama City, Florida 32405

GULF COAST PODIATRY, P. A.

BY:



LARRY L. HODSON, D. P. M.

It's President- REGISTERED AGENT

Date: November 22, 2002.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ASSOCIATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.