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September 20, 2004

**Via Regular Mail**

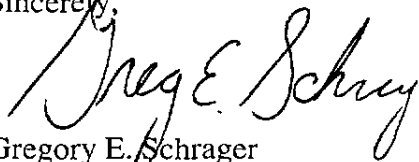
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Incorporation: Ankle & Foot Centre of South Florida, P.A.**

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation, and our check in the amount of \$78.75 representing payment of the Filing Fee, Certified Copy Fee, and the Filing Fee for the Registered Agent. Please return the certified document to this office in the enclosed pre-addressed stamped envelope.

Sincerely,



Gregory E. Schrager  
Enclosures

04 SEP 23 2004  
P.O. Box 6327

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** ANKLE & FOOT CENTRE OF SOUTH FLORIDA P.A.  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** Stuart B. Klein  
Name (Printed or typed)

1551 Forum Place, Suite 400B  
Address

West Palm Beach, FL 33401  
City, State & Zip

(561) 478-1566  
Daytime Telephone number

07/05/90  
1551

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**ANKLE & FOOT CENTRE OF SOUTH FLORIDA, P.A.**

The undersigned Incorporators, who are duly licensed to practice podiatry in the State of Florida, hereby presents these Articles of Incorporation for the formation of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621 and Chapter 607 of the Florida Statutes:

**ARTICLE I**

The name of this corporation is **Ankle & Foot Centre of South Florida, P.A.** The principal office and mailing address is:

12765 West Forest Hill Blvd  
Suite 1309  
Wellington, FL 33414

**ARTICLE II**

This corporation is organized for the purpose of rendering professional services through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice podiatry in the State of Florida. This corporation may do everything necessary and proper for the accomplishment of such purposes or the attaining of any of the objects or the furtherance of any purposes enumerated in these Articles of Incorporation or any amendment thereof, 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 of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, the Florida General Corporation Act, in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing

enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

### **ARTICLE III**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of \$.01 per share.

No share of stock of this corporation shall be issued or transferred to any person who is not a physician, duly licensed to practice in the State of Florida. No shareholder of the corporation shall 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. Proxies may be given only to other shareholders.

This corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder.

Any sale or purported sale or transfer of the shares of the corporation other than as herein provided shall be null and void.

### **ARTICLE IV**

The corporation shall have perpetual existence.

### **ARTICLE V**

The name and address of the Incorporators are:

Dorothy E. Blank, D.P.M.  
12765 West Forest Hill Blvd  
Suite 1309  
Wellington, FL 33414

Jeffrey G. Blank, D.P.M.  
12765 West Forest Hill Blvd  
Suite 1309  
Wellington, FL 33414

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## ARTICLE VI

The Registered Agent and the address of the initial Registered Office of this corporation in the State of Florida shall be:

Stuart B. Klein, Esq.  
1551 Forum Place, Suite 400-B  
West Palm Beach, FL 33401

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

## ARTICLE VII

There shall be an initial Board of Directors consisting of two (2) directors. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders, but shall not be less than one (1). The name and street addresses of the persons who are to serve as a members of the initial Board of Directors are:

Dorothy E. Blank, D.P.M.  
12765 West Forest Hill Blvd  
Suite 1309  
Wellington, FL 33414

Jeffrey G. Blank, D.P.M.  
12765 West Forest Hill Blvd  
Suite 1309  
Wellington, FL 33414

## ARTICLE VIII

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE IX**

The corporation shall indemnify any officer or directors, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE X**

The shareholders of the corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the corporation, and the duties of the officers of the corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of directors or by more than a majority of the shareholders in specific matters.

**ARTICLE XI**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 16 day of September, 2004.

  
DOROTHY E. BLANK, D.P.M.

  
JEFFREY G. BLANK, D.P.M.





STATE OF FLORIDA :

:ss.

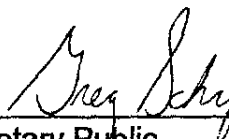
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stuart B. Klein, known to me and known by me to be the person named in the foregoing Certificate Designating Place of Business or Domicile For The Service of Process Within Florida Naming Agent Upon Whom Process May Be Served as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of **Ankle & Foot Centre of South Florida, P.A.**, a Florida professional service corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 20<sup>th</sup> day of September, 2004.



Greg Schrager  
Commission #DD323968  
Expires: May 26, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Notary Public  
Name: Greg Schrager



Greg Schrager  
Commission #DD323968  
Expires: May 26, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.