

MICHAEL A. BAVIELLO, JR., P.A.  
ATTORNEY AT LAW

P9500007228

Jan 20, 1995

VIA CERTIFIED MAIL RECEIPT NO. P 002 830 000

Department of State  
Division of Corporations  
400 E. Gaines Street  
Tallahassee, FL 32399

RE: ANTHONY DIGUGLIELMO, D.P.M., P.A.

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-01/24/95--01125--01B  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. We have also enclosed our check in the amount of \$122.50 covering the following costs:

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

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate in contacting us.

Very truly yours,

  
Michael A. Baviello, Jr.  
For the Firm

TALLAHASSEE, FLORIDA

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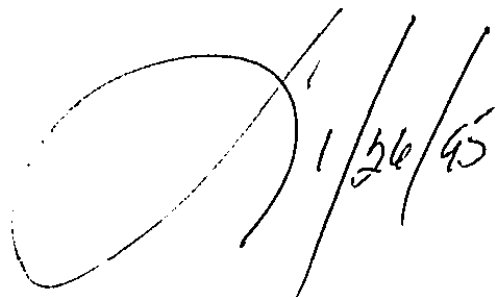
FBI

MAB/sg

cc: Client

Enclosure

95-3571MABDIGUGLIELMOICORP.DOCIC01001.205

  
1/26/95

ARTICLES OF INCORPORATION  
OF  
ANTHONY DIGUGLIELMO, D.P.M., P.A.

The undersigned, acting as Incorporator of these Articles for the formation of this Corporation under the Professional Service Corporation Act and other applicable laws of the State of Florida, hereby adopts and files the following Articles of Incorporation.

ARTICLE 1. NAME AND ADDRESS.

The name of the Corporation is ANTHONY DIGUGLIELMO, D.P.M., P.A.. The principal office and mailing address of the Corporation shall be P.O. 1112, Naples, Florida 33939.

ARTICLE 2. JURATION.

The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE.

The specific purpose for which this Corporation is organized is to carry on and conduct podiatric medicine services, therapy and treatment.

This Corporation shall render the specific professional service (as defined in Section 621.03 of the Professional Service Corporation and Limited Liability Company Act) and none other, to wit: the personal services rendered by ANTHONY DIGUGLIELMO, D.P.M., P.A., as provided by Chapter 461 of the Florida Statutes or a successor statute providing therefor.

In furtherance of the above purpose, this Corporation shall have the power to do the following:

1. To invest the funds of this Corporation in real estate, mortgages, banks, or any other type of investment, and to own real and personal property to be used for the rendering of podiatric medical

Podiatrists of Florida  
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services.

2. This Corporation shall possess and exercise all the powers and privileges granted by the Florida Business Corporation Act or any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, the Professional Service Corporation Act, Chapter 621 of the Florida Statutes or a successor statute providing therefor.

#### ARTICLE 4. COMMENCEMENT OF CORPORATE EXISTENCE

According to § 607.0203, Florida Statutes, corporate existence shall commence the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon the filing by the Department of State. In either case, the Corporation shall have perpetual existence, unless dissolved according to law.

#### ARTICLE 5. AUTHORIZED SHARES

1. The Corporation is authorized to issue one class of shares, which shall be called common shares. The maximum number of shares, that the Corporation is authorized to have outstanding at any one time, is Five Thousand (5,000) shares having a par value of \$1.00 per share. The Board of Directors shall issue common shares for at least par value, or any amount in excess of par value which the Board of Directors deems proper.

2. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholders' meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and

outstanding common shares.

3. This Corporation may not issue any of its capital shares to anyone other than those who are duly licensed or otherwise legally authorized to render the same specific professional services as those for which this Corporation shall be incorporated. No shareholder of the Corporation shall enter into a voting trust or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares. All shareholders must be residents of the State of Florida.

#### ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of the Corporation is 1025 Fifth Avenue North, Naples, Florida 33940, and the name of its initial Registered Agent at that address is MICHAEL A. BAVIELLO, JR., ESQUIRE. The Board of Directors may, at any time, change either the registered office to any other address in Florida or the registered agent.

#### ARTICLE 6. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No individual shall serve as a Director of the Corporation unless the individual is a shareholder of the Corporation. The Directors shall be elected by the shareholders of the Corporation. No Director shall receive compensation for the performance of the duties of Director.

#### ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is ONE. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

ANTHONY DIGUGLIELMO

P.O. Box 1112, Naples, Florida 33939.

#### ARTICLE 8. OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer. In addition, the Corporation may have additional and assistant officers. Any two or more offices may be held by the same person. Moreover, the Board of Directors shall establish and set the salaries of all officers of the Corporation.

#### ARTICLE 9. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

#### ARTICLE 10. QUORUM REQUIREMENTS

A quorum requirement at a shareholders' meeting shall consist of two-thirds (2/3) of the shares entitled to vote represented in person. If a quorum is present, then an affirmative vote by a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be an act of the shareholders of the Corporation.

#### ARTICLE 11. INCORPORATORS.

The name and address of each Incorporator is as follows:

ANTHONY DIGUGLIELMO

P.O. Box 1112, Naples, Florida 33939.

#### ARTICLE 12. RESTRAINT ON ALIENATION OF SHARES

1. The shareholders of this Corporation shall have the power to include in the By-Laws any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any the

outstanding shares of this Corporation by any of its shareholders or in the event of the death of any of its shareholders.

2. The manner and form, as well as the relevant terms, conditions, and details of any regulation or restriction shall be determined by the shareholders of this Corporation, provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

3. No shareholder of this Corporation may sell or transfer his shares except to another individual who is eligible to be a shareholder of this Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose.

4. If any shareholder shall become legally disqualified to practice podiatric medicine in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase in accordance with the By-Laws of this Corporation at the time of such act.

#### ARTICLE 13. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

#### ARTICLE 14. INDEMNIFICATION

The Corporation shall indemnify each Officer, Director, including former Officers and Directors, as well as shareholders of the Corporation, to the full extent permitted by law, including but not limited

to § 607.0850, Florida Statutes, or any successor statute.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this

20 day of January, 1995

Anthony D. DiGuglielmo  
ANTHONY DIGUGLIELMO

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared ANTHONY DIGUGLIELMO, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of January, 1995.

Simone E. Gato  
Print Name:  
NOTARY PUBLIC, State of Florida at Large  
My Commission number is:  
My Commission expires:



ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: January 20th, 1995.

Michael A. Baviello, Jr.  
MICHAEL A. BAVIELLO, JR.  
as Registered Agent

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FBI  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 01-23-95 BY SP-10  
JLW