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CAPITAL CONNECTION, INC.

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Michael S. Werner D.P.M.  
P.A.

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-09/28/99-01057-023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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ARTICLES OF INCORPORATION

OF

MICHAEL S. WERNER, D.P.M., P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice podiatric medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Michael S. Werner, D.P.M., P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 3546 Enterprise Road, Safety Harbor, Florida 34695.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of podiatric medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock, having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice podiatric medicine in the State of Florida.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4265 Central Avenue, St. Petersburg, Florida 33713. The name of the initial registered agent at that address is Charles E. H. Beck.

ARTICLE VII. OFFICERS AND DIRECTORS

Section A. The business of the corporation shall be managed by a Board of Directors of one or more members. The initial Board of Directors shall consist of one member. The name and address of the member of the first Board of Directors are:

Michael S. Werner, D.P.M.     3546 Enterprise Road  
Safety Harbor, FL 34695

Section B. The corporation shall have as its officers a president, a secretary and a treasurer, and such other officers as the Board of Directors may deem expedient. Any person otherwise qualified by law may hold two or more offices. The names and addresses of the officers of the corporation, who shall serve until their successors have been duly elected, are as follows:

President, Secretary and Treasurer:	Michael S. Werner, D.P.M. 3546 Enterprise Road Safety Harbor, FL 34695
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ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation are:

Name	Address
Michael S. Werner, D.P.M.	3546 Enterprise Road Safety Harbor, FL 34695

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice podiatric medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

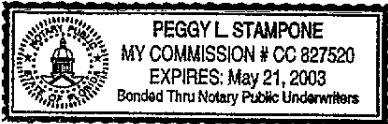
The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on the 27<sup>th</sup> day of September, 1999.

  
MICHAEL S. WERNER, D.P.M.

Sworn to and subscribed before me this 27<sup>th</sup>  
day of Sept., 1999, by MICHAEL S. WERNER, who is  
personally known to me or who produced PA DL  
as identification.

Notary Public



Peggy L Stampone  
Print: \_\_\_\_\_  
State of Florida at Large (Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of  
process for the above-named corporation, at the place designated  
in these Articles, I hereby agree to act in that capacity.

Charles E H Beck  
CHARLES E. H. BECK  
Registered Agent

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