

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

H6 7492

Orlando Foot & Ankle Clinic, P.A.
And

Ambulatory Ankle & Foot Center
OF Florida, Inc

RECEIVED

99 JAN 13 AM 11:27

DIVISION OF CORPORATION

Signature _____

Requested by: CB

Name

Date

Time

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____ LTD Partnership File Share
____ Foreign Corp. File exchange
____ 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 _____
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____ Vehicle Search _____
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____ UCC 1 or 3 File _____
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FILED
99 JAN 13 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

for
1/13/99

ARTICLES OF SHARE EXCHANGE
BETWEEN
ORLANDO FOOT & ANKLE CLINIC, P.A.
AND
AMBULATORY ANKLE & FOOT CENTER OF FLORIDA, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as Secretary of Orlando Foot & Ankle Clinic, P.A., a Florida professional service corporation, and Ambulatory Ankle & Foot Center of Florida, Inc., a Florida corporation, hereby files the following Articles of Share Exchange for said entities:

ARTICLE I

The Plan of Share Exchange is set forth herein on Exhibit A, attached hereto.

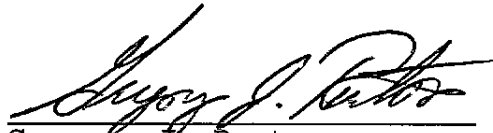
ARTICLE II

The effective date of the Share Exchange shall be January 12, 1999.

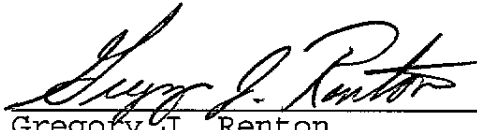
ARTICLE III

The Plan of Share Exchange was unanimously adopted by the shareholders of each Corporation on January 11th, 1999, which vote was sufficient for approval.

IN WITNESS WHEREOF, these articles have been signed by the undersigned this 11th day of January, 1999.



Gregory J. Renton,
Secretary of Orlando Foot
& Ankle Clinic, P.A.



Gregory J. Renton,
Secretary of Ambulatory Foot
& Ankle Center, Inc.

STATE OF FLORIDA
COUNTY OF Orange

11th The foregoing instrument was acknowledged before me this day of January, 1999 by Gregory J. Renton, Secretary of Orlando Foot & Ankle Clinic, P.A. and Ambulatory Ankle & Foot Center of Florida, Inc., who is personally known to me or produced drivers as identification and who executed the foregoing Articles of Share Exchange.

Teresa L. Alligood
NOTARY PUBLIC, STATE OF FLORIDA
Teresa L. Alligood
Notary's Name Printed



Teresa L. Alligood
My Commission CC661955
Expires September 2, 2001

PLAN OF SHARE EXCHANGE
BETWEEN
ORLANDO FOOT & ANKLE CLINIC, P.A.
AND
AMBULATORY ANKLE & FOOT CENTER OF FLORIDA, INC.

Pursuant to Section 607.1102 of the Florida Statutes, the following shall constitute the plan of share exchange between ORLANDO FOOT & ANKLE CLINIC, P.A., a Florida professional service corporation, and AMBULATORY ANKLE & FOOT CENTER OF FLORIDA, INC., a Florida corporation.

1. Orlando Foot & Ankle Clinic, P.A. (OFAC) shall be the acquiring corporation and Ambulatory Ankle & Center of Florida, Inc. (AAFC) shall be the acquired corporation.

2. AAFC presently has 9,800 outstanding shares of common stock, 8,000 of which are already owned by OFAC. OFAC shall receive the remaining 1,800 shares from AAFC's other three shareholders, in exchange for the issuance of new OFAC stock to each such shareholder based on a conversion ratio of .010204 shares in OFAC for each 1 share of AAFC stock as shown below:

<u>Shareholder</u>	<u>Shares owned in AAFC</u>	<u>New Shares in OFAC</u>
Craig C. Maguire	800	8.1632
David Moats	400	4.0816
Michael Smith	600	6.1224

3. The intent of this share exchange is to qualify as a Type B tax free reorganization.

4. OFAC's receipt of AFAC stock from the other shareholders and OFAC's issuance of new stock to the other shareholders as described above shall be simultaneous.

DATED this 4th day of January, 1999.