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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

ALAN SHERMAN, D.P.M., P.A.

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**ARTICLES OF INCORPORATION
OF
ALAN SHERMAN, D.P.M., P.A.
A Florida Professional Services Corporation**

The undersigned, acting as incorporator of a professional services corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation for such professional corporation:

**ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT**

1.1 **Name.** The name of the professional services corporation shall be ALAN SHERMAN, D.P.M., P.A. (the "Corporation").

1.2 **Principal Office.** The principal office of the Corporation shall be 5210 Linton Boulevard, Suite 305, Delray Beach, Florida 33484.

1.3 **Registered Agent and Office.** The street address of the Corporation's initial registered office is 5210 Linton Boulevard, Suite 305, Delray Beach, Florida 33484, and the name of its initial statutory agent at such address is Alan Sherman, D.P.M..

**ARTICLE II
DURATION**

2.1 **Duration.** The duration of this Corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in the practice of medicine and to conduct any and all lawful activities or business under the laws of the United States of America and State of Florida, provided, however, that professional medical services shall be rendered only through officers, employees, agents, and independent contractors who are duly licensed to practice medicine under the laws of the State of Florida.

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The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment of, attainment of, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Professional Service Corporation and Limited Liability Company Act, otherwise by law, or by these Articles of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objectives 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 or powers of the Corporation otherwise permitted by law.

ARTICLE IV

INITIAL DIRECTOR

The Corporation shall be governed by a Board of Directors elected by the shareholders. The initial Board of Directors shall consist of one (1) director; provided however, 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 (1). The name and address of the person who will serve as the initial director until the earlier of his resignation, removal, or replacement in accordance with the Bylaws is:

<u>NAME</u>	<u>ADDRESS</u>
Alan Sherman, D.P.M.	3210 Linton Boulevard, Suite 305 Delray Beach, Florida 33484

ARTICLE V

BYLAWS

The Board of Directors of the Corporation shall have the power and authority to adopt, amend, and alter the Bylaws of the Corporation.

ARTICLE VI

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended pursuant to the terms of the Bylaws.

ARTICLE VII

CAPITAL STOCK

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is ten thousand (10,000) shares, having a par value of one cent (\$.01) per share, designated as common stock.

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**ARTICLE VIII
INDEMNIFICATION**

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

**ARTICLE XIX
INCORPORATOR**

The name and address of the incorporator is Alan Sherman, D.P.M., 5210 Linton Boulevard, Suite 305, Delray Beach, Florida 33484.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of the 24th day of July, 2000.

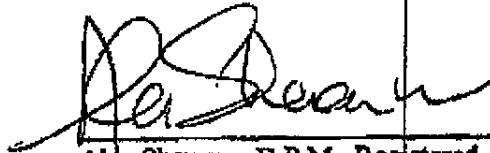

Alan Sherman, D.P.M., Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Alan Sherman, D.P.M., Registered Agent

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