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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BESS AND GAYNOR D.P.M., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

OF

BESS AND GAYNOR D.P.M., P.A., a Florida Corporation

ARTICLE I.

The name of this Corporation is:

BESS AND GAYNOR D.P.M., P.A., a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation shall only engage in the practice of podiatric medicine as permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.

VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE
MARK B. GOLDSTEIN P.A.
2706 N. MILITARY TRAIL, SUITE 2220
BOCA RATON, FL 33431
(561) 989-9955

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431.

ARTICLE IX

This Corporation shall have Three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation are:

MARK B. GOLDSTEIN
2700 N. MILITARY TRAIL, SUITE 220
BOCA RATON, FL 33431

ROBERT M. GAYNOR, DPM
2700 N. MILITARY TRAIL, SUITE 220
BOCA RATON, FL 33431

MICHAEL BESS, DPM
2700 N. MILITARY TRAIL, SUITE 220
BOCA RATON, FL 33431

ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

MARK B. GOLDSTEIN
2700 N. MILITARY TRAIL, SUITE 220
BOCA RATON, FL 33431

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ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of October, 2000.

BESS AND GAYNOR D.P.M., P.A.,
a Florida Corporation

BY: [Signature]
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 31 day of October, 2000, in the County and State aforesaid.

[Signature]
PRINT NAME
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____



Angela Warshafski
Commission # 68465172
Expires Jan. 29, 2004
Bess & Gaynor
Atlantic Bonding Co., Inc.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT BESS AND GAYNOR D.P.M., P.A., A FLORIDA CORPORATION
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2700 N.
MILITARY TRAIL, SUITE 220, BOCA RATON, FL 33431 HAS NAMED MARK B.
GOLDSTEIN, LOCATED AT 2700 N. MILITARY TRAIL, SUITE 220, BOCA RATON, FL
33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BESS AND GAYNOR, D.P.M., P.A.,
a Florida Corporation

BY: [Signature]
MARK B. GOLDSTEIN, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

BESS AND GAYNOR D.P.M., P.A.,
a Florida Corporation

BY: [Signature]
MARK B. GOLDSTEIN
Dated 10/31/00

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to
administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN,
known to me to be the person described in and who executed the foregoing instrument, who
acknowledged before me that he executed the same, that I relied upon the following form of
identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 31 day of October, 2000, in the
County and State aforesaid.

[Signature]
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires

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Angela Warshafski
Commission # 00896172
Expires Jan. 29, 2004
Bonded \$10,000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA