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AUTHORIZATION :

COST LIMIT : \$ 78.75

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2001 MAR -2 PM 2:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 1, 2001

ORDER TIME : 9:22 AM

ORDER NO. : 063528-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight LLP

9000003795619--1

Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: VALERIE ANN SMITH, D.P.M.,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
301

EFFECTIVE DATE

03/01/01

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ARTICLES OF INCORPORATION

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OF

Valerie Ann Smith, D.P.M., P.A.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is Valerie Ann Smith, D.P.M., P.A.

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing March 1, 2001.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of podiatric medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

- C. Shares of the Corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE;
SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Valerie Ann Smith, D.P.M.

Address: 1000 Belcher Road South, Suite 4, Largo, FL
33771

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: Valerie Ann Smith, D.P.M.

Address: 1000 Belcher Road South, Suite 4, Largo, FL
33771

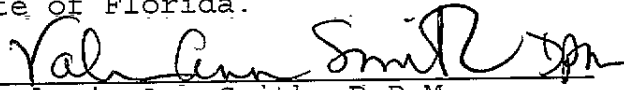
ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

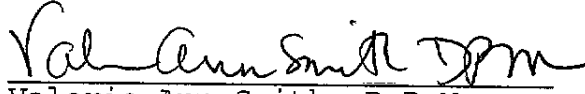
Address: 1000 Belcher Road South, Suite 4, Largo, FL
33771

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 26th day of February, 2000, for the purpose of organizing this Corporation under the laws of the State of Florida.


Valerie Ann Smith, D.P.M.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Valerie Ann Smith, D.P.M.

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