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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: BRETT CUTLER, D.P.M., P.A.

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for \$78.75 for Filing Fee & Certificate.

FROM: Island Business & Accounting Services, Inc.
Post Office Box 626
Pomona Park, FL 32181-0626
(386) 649-6018

9/13/01
ccm

**ARTICLES OF INCORPORATION
OF
BRETT CUTLER, D.P.M., P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

Brett Cutler, D.P.M., P.A.

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The principal place of business of this corporation shall be:

105 Southpark Boulevard, Suite A103
St. Augustine, FL 32086

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of providing podiatric medical services and transacting any or all other lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III: SHARES

This corporation is authorized to issue one thousand (1,000) shares of common stock having no par value, which shares shall be and hereby are designated as "common shares." Without action by the stockholders, any or all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 105 Southpark Boulevard, Suite A103, St. Augustine, FL 32086, and the name of the initial registered agent of the corporation at that address is Brett Cutler, D.P.M.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the filing of these Articles.

ARTICLE VI: PRE-EMPTIVE 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 at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock if this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

Brett Cutler, D.P.M. Director	105 Southpark Boulevard, Suite A103 St. Augustine, FL 32086
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ARTICLE IX: OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed, is:

Brett Cutler, D.P.M. President/Secretary/Treasurer	105 Southpark Boulevard, Suite A103 St. Augustine, FL 32086
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ARTICLE X: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Brett Cutler, D.P.M.
105 Southpark Boulevard, Suite A103
St. Augustine, FL 32086

ARTICLE XI: LIMITATION ON TRANSFER OF STOCK

No stockholder of this corporation may sell or transfer his or her shares of stock of this corporation, except to another individual who is eligible to be a stockholder of this corporation pursuant to Florida Statutes Section 621.11, and the stock certificates shall carry a legend so providing.

Brett Cutler, D.P.M.

Brett Cutler, D.P.M.

9/1/01

DATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Brett Cutler, D.P.M.

Brett Cutler, D.P.M.

9/1/01

DATE