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January 29, 2002

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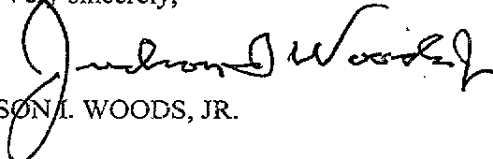
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: ~~ROBERT G. SMITH, P.A.~~

Dear Sir or Madame:

Enclosed is an original and one copy of the executed Articles of Incorporation of ROBERT G. SMITH, P.A.; Certificate of Designation Registered Agent and Place of Business or Domicile for the Service of Process within Florida, and Acceptance of Agent Upon Whom Process May be Served; and a check made payable to the Secretary of State in the amount of \$78.75 for the filing fees and certified copy. If you have any questions, please do not hesitate to contact me.

Very sincerely,


JUDSON I. WOODS, JR.

JIW, Jr./dap

Enc.
ck#145Escrow

2544
W02-3530

FILED
2002 FEB 14 PM 3:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFIED CIRCUIT COURT MEDIATOR
THE FUND - MEMBER AGENT
Areas of Practice
Divorce/Adoption/Elder Law/Wills & Trusts/Estate Planning/Probate
Corporations & Business Transactions/Real Estate/Litigation/Criminal Defense

2/21/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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2002 FEB 14 PM 3:51

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 6, 2002

JUDSON I. WOODS JR., ESQ.
POST OFFICE BOX 689
EDGEWATER, FL 32132-0689

SUBJECT: ROBERT G. SMITH, P.A.
Ref. Number: W02000003530

We have received your document for ROBERT G. SMITH, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 902A00007393

FILED

2002 FEB 14 PM 3:51

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ROBERT G. SMITH, D.P.M. OF VOLUSIA COUNTY, P.A.

ARTICLE I

NAME

The name of this corporation is ROBERT G. SMITH, D.P.M. OF VOLUSIA COUNTY, P.A.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of podiatry as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment;
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services;
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.
- d. The purpose of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares."

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2629 Victory Palm Drive, Edgewater, FL 32141, and the name of the initial registered agent of this corporation at that address is ROBERT G. SMITH, 2629 Victory Palm Drive, Edgewater, FL 32141.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is:

Robert G. Smith, 2629 Victory Palm Drive, Edgewater, FL 32141

ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator signing these articles is: Robert G. Smith, 2629 Victory Palm Drive, Edgewater, FL 32141.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

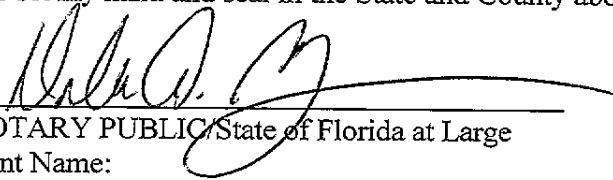
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 12th day of February, 2002.

x Robert G. Smith, D.P.M.
ROBERT G. SMITH, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ROBERT G. SMITH**, as sole incorporator of ROBERT G. SMITH, D.P.M. OF VOLUSIA COUNTY, P.A., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, who has produced a current Florida Driver's License and he acknowledged before me that he executed those Articles of Incorporation.

12th IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12 day of February, 2002.



NOTARY PUBLIC/State of Florida at Large
Print Name:
Commission No.:
My commission expires:

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

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **ROBERT G. SMITH, D.P.M. OF VOLUSIA COUNTY, P.A.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2629 Victory Palm Drive, Edgewater, FL 32141, has named ROBERT G. SMITH, located at 2629 Victory Palm Drive, Edgewater, FL 32141, as its agent to accept service of process within Florida.

Dated this 12 day of February, 2002.

x Robert G. Smith

ROBERT G. SMITH, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

x Robert G. Smith

ROBERT G. SMITH, Registered Agent