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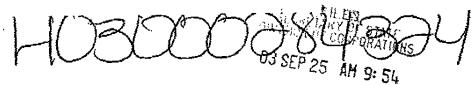
# FLORIDA PROFIT CORPORATION OR P.A.

medical arts foot care center, p.a.

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#### ARTICLES OF INCORPORATION

OF

#### MEDICAL ARTS FOOT CARE CENTER, P.A.

## ARTICLE I - NAME

The name of this Corporation is Medical Arts Foot Care Center, P.A.

# ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on September 22, 2003.

## ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business engaging in the practice of podiatry.

## ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

## ARTICLE V - 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.

### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it 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 VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 8100 Royal Palm Boulevard, #112, Coral Springs, Florida 33065 and the name of the initial registered agent of this Corporation at that address is Bruce Cohen. The street address of the principle office is 8100 Royal Palm Boulevard, #112, Coral Springs, Florida 33065.

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#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The name and address of the initial Director of this Corporation is:

Bruce Cohen 8100 Royal Palm Boulevard, #112 Coral Springs, Florida 33065

# ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

Bruca Cohen 8100 Royal Palm Boulevard, #112 Coral Springs, Florida 33065

#### ARTICLE X - AMENDMENT

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

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

# ARTICLE XII - INDEMNIFICATION

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

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25 day of September, 2003, by Bruce Cohen who is personally known to me or who has produced a driver's license as identification and who did take an oath.

sign - Ruch Dones

print Ruft Dones

State of Florida at Large My Commission Expires:



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

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

First: Medical Arts Footcare Center, P.A., desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Coral Springs, County of Broward, State of Florida, has named Bruce Cohen, whose business office is located at 8100 Royal Palm Boulevard, #112, Coral Springs, Florida 33065 as its registered agent to accept service of process within this State.

## <u>ACKNOWLEDGEMENT</u>

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.

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