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CENTRAL FLORIDA PODIATRY, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA PODIATRY, INC.**

Central Florida Podiatry, Inc. filed its original Articles of Incorporation with the Florida Department of State on or about November 17, 2005 (the "Original Articles").

Pursuant to Section 621.04, Fla. Stat., of the Professional Service Corporation and Limited Liability Company Act (the "Act"), this corporation's Board of Directors and shareholders unanimously elected to bring this corporation within the provisions of the Act. These Amended and Restated Articles of Incorporation and the amendments to the Original Articles as contained herein were duly and unanimously adopted, effective March 30, 2006, by this corporation's Board of Directors and shareholders, thereby being a sufficient number of votes for approval, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act.

ARTICLE I - NAME OF PROFESSIONAL CORPORATION

The name of this professional corporation shall be CENTRAL FLORIDA PODIATRY, P.A.

ARTICLE II - ADDRESS

The mailing address of the professional corporation is 2433 Southern Hills Court, Oviedo, Florida 32765.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by and the purpose of this professional corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Podiatric Medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this professional corporation who are duly licensed under the laws of the State of Florida to practice podiatric medicine therein.

B. To invest the funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this professional corporation enumerated in these Amended and

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Restated Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this professional corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this professional corporation.

D. It is intended that this professional corporation may conduct and transact any business lawfully authorized and not prohibited by the Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this professional corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, this professional corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Amended and Restated Articles of Incorporation.

ARTICLE V - DURATION

This professional corporation shall exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered office of this professional corporation shall be:

301 East Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of this professional corporation at that address shall be:

Michael E. Neukamm

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ARTICLE VII - SHAREHOLDERS

Shares of this professional corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Podiatric Medicine under the laws of the State of Florida. No shareholder of this professional corporation may sell or transfer her shares of stock therein except to another individual who is eligible to be a shareholder of this professional corporation. No shareholder of this professional corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of her shares.

ARTICLE VIII - BYLAWS

The shareholders and the Board of Directors of this professional corporation shall each, acting jointly or separately, have the power to establish, enact, alter or repeal this professional corporation's Bylaws.

ARTICLE IX - AMENDMENTS

This professional corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, this professional corporation has caused these Amended and Restated Articles of Incorporation to be executed in its corporate name effective as of March 30, 2006.

CENTRAL FLORIDA PODIATRY, P.A. (f/k/a
Central Florida Podiatry, Inc.), a Florida
professional association

By: *Agnes K. Bartoszek* DPM
Agnes K. Bartoszek, D.P.M., its Secretary 3/30/06

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**CENTRAL FLORIDA PODIATRY, P.A.**

The undersigned, having been named as registered agent for the above named professional corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


Michael E. Neukamm

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