

P95000005112
BURGESS H. MANCUSO & OLSON, P.A.

Attorneys at Law

James H. Burgess, Jr.
Board certified civil trial lawyer

Donald J. Harrell
Also admitted in Pennsylvania

R. Lynette Mancuso
*Board certified real estate lawyer
Certified circuit & family court mediator*

Paul E. Olson
Board certified real estate lawyer

EFFECTIVE DATE

January 12, 1995

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

300001382803
-01/18/95--01054--010
*****70.00 *****70.00

Re: Filing of Articles of Incorporation
ANTHONY J. SPINELLA, D.P.M., P.A.

Dear Sir or Madame:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,


Donald J. Harrell
For the Firm

Encs.
cc: client (w/o/encs.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 PM 2:01

2033 Main Street Suite 300 Sarasota, Florida 34237
Tel. 813-366-3700 Fax. 813-366-0189

KAN 1-20

EFFECTIVE DATE

1-12-95

ARTICLES OF INCORPORATION
OF
ANTHONY J. SPINELLA, D.P.M., P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN 17 PM 2:01

THESE ARTICLES OF INCORPORATION are hereby adopted by each undersigned incorporator of this professional corporation for pecuniary profit under the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be ANTHONY J. SPINELLA, D.P.M., P.A.

Section 1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 1440 SEAFARER WAY, OSPREY, FLORIDA 34229, and the mailing address of the corporation shall be 1440 SEAFARER WAY, OSPREY, FLORIDA 34229. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial Registered Office street address of the Registered Agent shall be 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III PURPOSE AND POWERS

Section 3.1 Purpose. The sole and specific purpose for which the corporation is initially organized shall be to render professional service to the public which podiatrists duly licensed or legally authorized under the laws of the State of Florida, may render, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purpose that is not prohibited by law. The purpose shall include the investment of corporate funds in real estate, mortgages, stocks, bonds, or any other type of investments, and the ownership by the corporation of real or personal property necessary for the rendering of professional services.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers permitted under the Florida Professional Service Corporation Act. The corporation shall render its professional services only through its duly licensed or legally authorized officers, agents and employees, other than clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services.

ARTICLE IV AUTHORIZED SHARES

Section 4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000) shares at one dollar (\$1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V RESTRICTIONS

Section 5.1 Shareholder Qualifications. Only individuals who themselves are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as the corporation shall be permitted to be shareholders of the corporation. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of such shareholder's stock.

Section 5.2 Disqualification. Any officer, shareholder, agent, or employee of the corporation that has been rendering professional service to the public that becomes legally disqualified to render such professional service within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional services shall sever all employment with, and financial interest in the corporation forthwith.

Section 5.3 Transfer. No shareholder of the corporation may sell or transfer any of such shareholder's shares of stock in the corporation except to another individual who is then authorized and licensed to render the corporation's professional services and then only after the proposed sale or transfer shall have been first approved at a shareholder's meeting specially called for such purpose.

Section 5.4 Death. Upon the death of a shareholder, such shareholder's stock shall be subject to purchase by the corporation and by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided in the Bylaws of the corporation, or by written agreement between and/or among the corporation and/or its shareholders, in a manner consistent with law and these Articles. If not so provided, such stock shall immediately be deemed offered first for sale to the corporation failing which to the remaining shareholders who may purchase on a prorata basis. The purchase price shall be equal to the fair market value and paid in cash at closing within 60 days of death, but effective at death. If the parties disagree as to fair market value, each party shall select an appraiser who shall select a single appraiser to make such determination. All parties shall share the appraisal expense on such equitable basis as determined by the appraiser.

Section 5.5 Further Bylaw Provisions. The shareholders are specifically authorized from time to time to adopt Bylaws not inconsistent herewith imposing further restrictions and providing for the purchase or redemption of shares of stock.

ARTICLE VI
GENERAL

Section 6.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 6.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 6.3 Initial Directors. The number of directors constituting the initial Board of Directors shall be one (1), which number may be increased or decreased but not below one (1) from time to time in accordance with the Bylaws. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, is as follows: ANTHONY J. SPINELLA - 1440 SEAFARER WAY, OSPREY, FLORIDA 34229.

Section 6.4 Incorporators. The name and address of the incorporator executing this instrument is as follows: DONALD J. HARRELL - 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237.

IN WITNESS WHEREOF, the undersigned executed this instrument this 12th day of January, 1995.

SIGNATOR:

Donald J. Harrell
DONALD J. HARRELL
Incorporator & Registered Agent