

PHILIP J. CROYLE & ASSOCIATES
ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

PHILIP J. CROYLE, J.D.*

Of Counsel
RICHARD B. BARKIN

In Association with
LAWRENCE SCANLON*
SCANLON & HENRETTA CO., L.P.A.

*Also admitted in Ohio

195100045821

June 5, 1995

FLORIDA
1900 GLADES ROAD SUITE 401
BOCA RATON, FLORIDA 33431
(407) 750-1392
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OHIO
76 S. MAIN STREET SUITE 1612
P.O. BOX 2004
AKRON, OHIO 44309-2004
(216) 376-1440

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

200001508082
-06/08/95--01023--016
****122.50 ****122.50

RE: Articles of Incorporation for Dr. Daniel Drapacz, D.P.M., P. A.

Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced corporation.

You will also find enclosed a check payable to the Secretary of State in the amount of \$122.50 to cover the filing fee.

The certified copy of the Articles of Incorporation should be mailed to the attention of the undersigned.

Very truly yours,

CROYLE & ASSOCIATES

[Signature]
PHILIP CROYLE
For the Firm

Enclosure

JUN 13 1995

BSB

Secretary of State
Philip Croyle

AUTHORIZATION BY PHONE TO
CORRECT Corporate address
DATE 6/14/95
DOC. EXAM BSB

FILED
JUN 13 1995
GIVE

**ARTICLES OF INCORPORATION
OF
DR. DANIEL DRAPACZ, D.P.M., P.A.**

FILED
95 JUN -7 PM 4: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR. DANIEL DRAPACZ, 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:

DR. DANIEL DRAPACZ, D.P.M., P.A.

ARTICLE II. NATURE OF BUSINESS

The purpose for which the corporation is organized shall be to engage in and carry on all branches of the practice of podiatric medicine within the State of Florida in accordance with Fla. Stat. Chapter 461 et. seq. and otherwise, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

- (a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or to otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the corporation may engage.
- (b) To enter and make all necessary contracts for the conduct of its professional business with any person, partnership, association,

corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

- (c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- (d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.
- (e) To carry on any other business in connection with and incidental to any of the following business, transaction, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.
- (f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact by-laws to carry these restrictions into effect.
- (g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporation purpose or the attainment of any of the objectives of the furtherance of any of the powers set forth in these Articles of Incorporation, out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

ARTICLE III. PROFESSIONAL SERVICES

The professional services of the corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida.

Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the client.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS **OF REGISTERED AGENT & CORPORATION**

The street address of the initial registered office of the corporation is:

185 S. Barfield Hwy.
Pahokee, Florida 33476

The name of the initial registered agent of the corporation at that address is **DR. DANIEL DRAPACZ.**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE 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 holds, shall have the right to purchase his pro rata share thereof

at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors or Board of Directors.

ARTICLE VIII. BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the shareholders of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are:

**DR. DANIEL DRAPACZ
185 S. BARFIELD HWY.
PAHOKEE, FLORIDA 33476**

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of June, 1995.


DR. DANIEL DRAPACZ, Subscriber

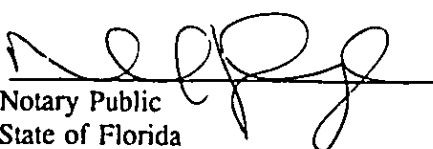
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared DR. DANIEL DRAPACZ and who produced his Florida Drivers License as identification to me known to be the person described as the Subscriber and Registered Agent in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this
5th day of June, 1995.



"OFFICIAL SEAL"
Philip J. Croyle
My Commission Expires 6/1/98
Commission #CC 377469


Notary Public
State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, the place designated in these Articles, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: June
May 5, 1995


DANIEL DRAPACZ
REGISTERED AGENT