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PRESIDENTIAL
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ORDER DATE : July 27, 1995

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ORDER NO. : 649928

CUSTOMER NO: 81146A

CUSTOMER: Charles S. White, Esq.
CHARLES S. WHITE, P.A.

P.O. Box 1119

Plant City, FL 33564

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DOMESTIC FILING

NAME: MARTIN T. GIRLING, D.P.M., P.A.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN

JUL 28 1995

FILED
JUL 27 1995
FBI - PLANT CITY

ARTICLES OF ASSOCIATION

OF

MARTIN T. GIRLING, D.P.M., P.A.

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The undersigned, being licensed to practice as a medical doctor in the State of Florida, does hereby form a professional association under "The Florida Professional Service Corporation Act", which will have the advantages of continuity of life, transferability of interests, property ownership, centralized management, limited liability and management control common to a corporate form of organization, and in consideration of the mutual covenants and agreements herein contained, does hereby form this Professional Association and does hereby adopt the following Articles of Association:

ARTICLE I

NAME

The name of this association will be MARTIN T. GIRLING, D.P.M., P.A.

ARTICLE II

CORPORATE FORM OF ORGANIZATION

This Association shall be endowed to the extent permitted by law with all the attributes of a corporation, and shall be treated as a corporation for purposes of taxation and all other purposes, subject, however, to the requirement of law that any relationship between the shareholder members, officers and employees of the Association as medical doctors and their clients shall be direct,

personal and confidential. In all matters relating to the fiscal and business management of the Association, the relationship between the shareholder members and the Association shall in all respects be identical to that which would exist were the Association a corporation. It is contemplated that the shareholder members of the Association shall become employees of the Association and subject to its management and control in the same manner as other employees, notwithstanding their stock ownership in the Association.

ARTICLE III

PURPOSES AND POWERS

The purpose and general nature of the Association's business is to engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor 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 who are duly licensed under the laws of the State of Florida to practice as a medical doctor therein, 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 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 Association may engage.

(b) To enter into 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 Association 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 foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on professional associations and 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 bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purposes or the attainment of any of the objective or the furtherance of any of the powers set forth in these Articles of Association, incidental to, pertaining to, or growing 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 IV

OFFICE

The principal office of the Association shall be located at 1408 West Reynolds Street, Suite C, Plant City, Florida 33566, and the mailing address shall be 1408 West Reynolds Street, Suite C, Plant City, Florida 33566.

ARTICLE V

TERM OF EXISTENCE

The term of existence of this Association shall be perpetual.

ARTICLE VI

CAPITAL

(a) The total authorized capital of this Association shall be One Thousand shares of common stock having a par value of \$1.00 per share. The holders of such shares shall be treated in all respects as shareholders in regular business corporations and their rights shall be determined by the laws applicable to regular business corporations, subject only to the provisions of The Florida

Professional Service Corporation Act, the Florida corporate law, the Articles of Association and By-Laws of this Association, and any private agreements among the shareholders.

(b) Any person not licensed by the State of Florida to practice as a medical doctor shall not acquire or continue to own any of the capital stock of this Association, whether by purchase, assignment, sale, devise or descent.

(c) Upon the death, withdrawal or license removal or revocation (including suspension of license to practice) of any shareholder, the Association is obligated and shall re-acquire any and all shares of Association stock from the shareholder or shareholder's estate at the then current stated value per share in the case of death or withdrawal. The value per share shall be reduced by ten percent (10%) in the case of license removal, revocation or suspension. All incorporators and shareholders, present and future, agree to the mandatory Association redemption of stock here described and bind themselves, their heirs, assigns and personal representatives to these terms.

(d) It is specifically provided that the shareholders of this Association may enter into agreements subject to the above restricting the alienation of capital stock or providing for the redemption or purchase of such stock, as freely as they might with respect to capital stock of a regular business corporation, and any such further agreements shall be deemed to be made pursuant to these Articles of Association as fully as if here stated in full.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Martin T. Girling, D.P.M.	4126 Barret Avenue Plant City, FL 33567

ARTICLE VIII

VOTING TRUSTS

No shareholder member of this Association 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 his shares. This provision shall not restrict the shareholders from entering into a shareholder management agreement or other such agreements, subject to the above.

ARTICLE IX

BY-LAWS

The shareholders shall adopt By-Laws governing the conduct of the Association.

ARTICLE X

BOARD OF DIRECTORS

The conduct and management of the business of this Association shall be controlled by a Board of not less than one (1), however, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders. The initial Board of Directors shall be the Incorporator listed above in Article VII.

ARTICLE XI

OFFICERS

The Board of Directors shall elect officers, whose powers and duties shall be as set forth in the By-Laws.

ARTICLE XII

DISSOLUTION

This Association shall exist in perpetuity notwithstanding the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of shares, retirement, withdrawal or expulsion of any shareholder.

The Association may, however, be dissolved by a two-thirds vote of shareholders in the same manner as a regular business corporation.

ARTICLES XIII

INTERESTED DIRECTORS AND OFFICER

A director or officer of the Association shall not be disqualified by office from dealing or contracting with the Association as a vendor, purchaser, employee, agent, or otherwise. No act of the Association shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Association is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Association for or in respect

to any act of the Association or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Association may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Association has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith

shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE XIV

INDEMNIFICATION

The Association shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Association. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Association shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee

(a) Was not grossly negligent in his or her duty to the Association, nor guilty of intentional misconduct in the performance of duties to the Association;

(b) Acted in good faith in which he or she reasonably believed to be in the best interests of the Association; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

Any officer, director, or employee who is entitled to indemnification from the Association may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Association). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Association maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of the first paragraph of this Article. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the

Association to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE XV

REGISTERED AGENT

In compliance with Chapters 48 and 607 Florida Statutes, MARTIN T. GIRLING, D.P.M., P.A. does hereby designate MARTIN T. GIRLING, D.P.M., as its registered agent and the office of the Association located at 1408 West Reynolds Street, Suite C, Plant City, FL 33566, as its registered office.

ARTICLE XVI

LEGALITY

Should any phrase, clause, sentence, paragraph, or provision of these Articles of Association be found to be void or illegal, it shall not impair nor affect the balance of these Articles, and the shareholders do hereby agree to the imposition of a reasonable term in place thereof by a court of competent jurisdiction as well as to the validity and binding nature of the remainder of these Articles. Florida law shall govern this Association, these Articles and their interpretation and enforcement.

ARTICLE XVII

AMENDMENT

These Articles may be amended, altered, or supplemented at any time upon the affirmative vote of the holders of two-thirds of all

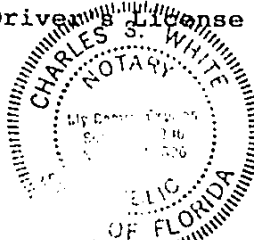
outstanding shares, at any regular or special meeting called for such purpose.

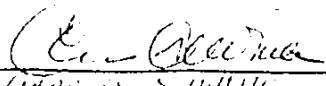
IN WITNESS WHEREOF, the undersigned has, this 25th day of July, 1995, signed these Articles, agreeing hereby to become a shareholder of the Association and, during such membership, to abide by these Articles and all By-Laws enacted hereunder.


MARTIN T. GIRLING, D.P.M.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Association were acknowledged before me this 25th day of July, 1995, by MARTIN T. GIRLING, D.P.M., the person named in the foregoing Articles of Association as Incorporator, and who declared his identity and who has produced his Florida Driver's License as personal identification.




Name: Charles S. White
Notary Public, State of Florida
My commission expires: 11/24/96

Consent by Registered Agent

Having been named as registered agent of the foregoing MARTIN T. GIRLING, D.P.M., P.A., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.


MARTIN T. GIRLING, D.P.M.

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