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LAW OFFICES

NELSON • HESSE

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Sarasota, Florida 34237

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April 19, 1996

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J. NEAL MOBLEY
STEPHEN M. WALKER

ROBERT L. HESSE
OF COUNSEL

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

Re: FLORIDA FOOT CARE, P.A.

200001789612
-04/23/96--01008--004
****122.50 ****122.50

EFFECTIVE DATE
4-18-96

* Certified Mediator

** Board Certified Civil Trial Lawyer

Gentlemen:

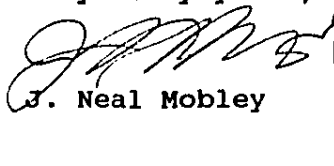
Enclosed are the original and one copy of the Articles of Incorporation for FLORIDA FOOT CARE, P.A. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

| | |
|----------------------|--------------|
| Filing fee | \$ 35.00 |
| Certified copy | 52.50 |
| Registered agent fee | <u>35.00</u> |

Total: \$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me.

Very truly yours,


J. Neal Mobley

JNM/nkl
enclosures

J. Neal Mobley GAVE
AUTHORIZATION BY PHONE TO
CORRECT the effective Date to 4/18/96
DATE 4/24/96
EXAM. Michael S. Bateman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 22 PM 2:41

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF

FLORIDA FOOT CARE, P.A.

RECEIVED
9-11-96

FILED
9-11-96
1000

The undersigned subscriber, who is duly licensed to practice medicine in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is FLORIDA FOOT CARE, P.A.

ARTICLE II

Date of Subscription

The date when corporate existence shall commence shall be the date of subscription of these articles, and the corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The corporation is organized to practice the profession of medicine and its purposes in furtherance of the practice of such profession are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, licensed under the laws of the State of Florida, is allowed to render, but such professional services shall be rendered

only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.

(b) To invest the funds of the corporation in real estate

(c) To have, in furtherance of the corporate purposes, all of the powers conferred upon the corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 621 of the Florida Statutes, or any laws of the State of Florida.

ARTICLE IV

Powers

The corporation shall have power:

(a) To have perpetual succession by its corporation name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This corporation is authorized to issued 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2070 Ringling Boulevard, Sarasota, Florida 34237, and the name of its initial registered agent at such address is WILLIAM A. DOOLEY.

ARTICLE VII

Directors

The corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|--|
| JEFFREY SPIEGEL, D.P.M. | 2650 Bahia Vista St., Suite 104 Sarasota, Florida 34239 |
| MICHAEL KATZ, D.P.M. | 400 Tamiami Trail South Venice, Florida 34285 |
| ROBERT KATZ, D.P.M. | 1800 Cortez Road West Bradenton, Florida 34207 |
| DAVID CORBETT, D.P.M. | 1961 Floyd Street Sarasota, Florida 34239 |

ARTICLE VIII

Subscriber

The name and street address of the incorporator signing these articles of incorporation are: JEFFREY SPIEGEL, D.P.M., 2650 Bahia Vista Street, Suite 104, Sarasota, Florida 3423.

ARTICLE IX

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII

Amendment

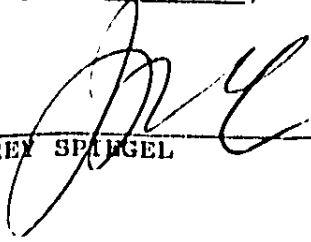
These articles of incorporation may be amended in the manner provided by law.

ARTICLE IX

Mailing Address

The initial mailing address for the corporation is 2650 Bahia Vista Street, Suite 104, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these articles of incorporation on April 18, 1996.



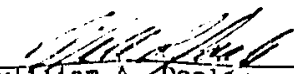
JEFFREY SPIEGEL

SECRET
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

APPROVED
AND
FILED

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.


William A. Dooley
Registered Agent

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1996-02-20 PM 04:11

APPROVED
AND
FILED