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July 3, 1996

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Joseph L. Sindone, D.P.M., P.A.

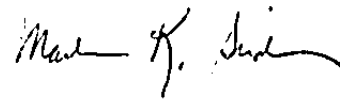
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Joseph L. Sindone, D.P.M., P.A., together with our check in the amount of \$70 for the filing fee.

Please return a "filed" copy of the Articles to this office with your receipt for the filing fee. A return envelope is enclosed for your convenience.

Thank you.

Sincerely,



Marlene K. Sindone

MKS:kec  
enclosures

FILED  
96 AUG 14 PM 3:00  
TALLAHASSEE, FLORIDA

W96-14923

AL JUL 14 1996.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 17, 1996

JOSEPH SINDONE  
1302 NORTH LAWNWOOD CIR.  
FT. PIERCE, FL 34950

SUBJECT: JOSEPH L. SINDONE, D.M.P., P.A.  
Ref. Number: W96000014923

We have received your document for JOSEPH L. SINDONE, D.M.P., P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 196A00034625

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

FILED  
90 AUG 15 PM 3:00  
CLERK  
OF  
THE  
COURT

**OF**

**JOSEPH L. SINDONE, D.P.M., P.A.**

The undersigned natural person, competent and licensed to practice podiatry in the State of Florida, acting hereby as incorporator, for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

**JOSEPH L. SINDONE, D.P.M., P.A.**

The address of the principal office of this corporation shall be 1302 North Lawnwood Circle, Fort Pierce, FL 34950 and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States of America and of this State. The general nature and purpose of the business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of podiatry, and all its fields of specializations, as are engaged in by podiatrists.

b. To engage and render the professional services involved only through its officers, agent and employees, who shall be podiatrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

#### **ARTICLE III. CAPITAL STOCK**

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

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to podiatrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### **ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 1302 North Lawnwood Circle, Fort Pierce, Florida 34950, and the name of the initial registered agent of the corporation at that address is Joseph L. Sindone, D.P.M.

#### **ARTICLE V. BOARD OF DIRECTORS**

This corporation shall have a Board of Directors consisting of at least one director. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders, but shall never be less than one. The name and address of the initial Director of this corporation is:

Joseph L. Sindone, D.P.M.  
1302 North Lawnwood Circle  
Fort Pierce, FL 34950

#### **ARTICLE VI. INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### **ARTICLE VII. SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his/her continued rendering of such professional services, he/she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any

earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### **ARTICLE VIII. INFORMAL DIRECTOR ACTION**

If all of the directors, severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE IX. INDEMNIFICATION**

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

#### **ARTICLE X. BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the board of directors and shareholders provided that such amendment be in compliance with the laws of the State of Florida governing a professional service corporation.

#### **ARTICLE XI. TERM OF EXISTENCE**

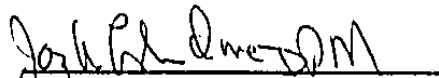
This corporation is to exist perpetually.

**ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation  
is:

Joseph L. Sindone, D.P.M.  
1302 North Lawnwood Circle  
Fort Pierce, FL 34950

The undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_  
day of July, 1996

  
\_\_\_\_\_  
Joseph L. Sindone, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

96 AUG 14 PM 3:00

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

STATE  
FLORIDA

1. The name of the corporation is: JOSEPH L. SINDONE, D.P.M., P.A.
2. The name and address of the registered agent and office is:

JOSEPH L. SINDONE, D.P.M.  
1302 North Lawnwood Circle  
Fort Pierce, FL 34950

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
JOSEPH L. SINDONE, D.P.M.

7/24/96  
DATE