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FROM: RUDNICK & WOLFE
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NAME: MICHELE FLEETER, DPM, P.A.

AUDIT NUMBER.....H96000017062

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**ARTICLES OF INCORPORATION
OF
MICHELE FLEETER, DPM, P.A.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Professional Service Corporation Act (the "Act"), and other laws of the State of Florida, as follows:

I.

Name

The name of the Corporation is **MICHELE FLEETER, DPM, P.A.**

II.

Term of Existence

The date when corporate existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office and mailing address of the Corporation is 3704 Euclid Avenue, Tampa, Florida 33629.

IV.

Nature of Business and Purposes

The Corporation is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of podiatric medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services will be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice as a doctor of podiatric medicine in the state. The funds of the Corporation may be invested in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services. The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended.

Prepared by: David A. Beyer
Florida Bar Number: 0349844
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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V.
Capital Stock

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

VI.
Stockholders

The Corporation's Common Stock will be issued only to an individual who is duly licensed as a doctor of podiatric medicine under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is duly licensed as a doctor of podiatric medicine under the laws of the State of Florida. If any shareholder of the Corporation becomes legally disqualified within Florida to practice as a doctor of podiatric medicine or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued practice as a doctor of podiatric medicine, such shareholder will sever all employment with and financial interest in the Corporation. No shareholder of the Corporation will 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 or her shares of the Corporation's Common Stock.

VII.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 3704 Euclid Avenue, Tampa, Florida 33629, and the name of its initial registered agent at such address is Michele Fleeter, DPM.

VIII.
Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until her successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michele Fleeter, DPM	3704 Euclid Avenue Tampa, Florida 33629

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IX.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Address

Michele Fleeter, DPM

3704 Euclid Avenue
Tampa, Florida 33629

X.
Affiliated Transactions

Pursuant to the provisions of Section 607.0901(5)(a) of the Florida Business Corporation Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Florida Business Corporation Act and, therefore, the terms of such section of the Florida Business Corporation Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

XI.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Florida Business Corporation Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Florida Business Corporation Act. Therefore, the terms and provisions of Section 607.0902 of the Florida Business Corporation Act will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Florida Business Corporation Act.

XII.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XIII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

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XIV.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

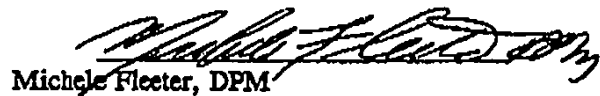
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on 12/3, 1996


Michele Fleeter, DPM, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated: 12/3, 1996


Michele Fleeter, DPM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA