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TALLAHASSEE, FL 32301-2607
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P96000100941



PRESIDENT HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 187664 5011226

AUTHORIZATION : *Patricia Pyrite*

COST LIMIT : \$ 122.50

STATE OF FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 13 PM 4:17

ORDER DATE : December 13, 1996

ORDER TIME : 11:32 AM

ORDER NO. : 187664-005

CUSTOMER NO: 5011226

100002028891 -- 5

CUSTOMER: Barbara Buchanan, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: MICHAEL E. SMITH, D.P.M., P.A.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

BT
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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
MICHAEL E. SMITH, D.P.M., P.A.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, a natural person competent to contract and a Doctor of Podiatric Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MICHAEL E. SMITH, D.P.M., P.A.

ARTICLE II - ADDRESS

The address of the corporation is 5232 Driscoll Court, Orlando, Florida 32812.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage 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 shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice podiatry therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

5232 Driscoll Court
Orlando, Florida 32812

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Smith, D.P.M.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1).

C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - INITIAL DIRECTOR AND OFFICERS

The name and street address of the initial member of the Board of Directors and Officers, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Michael E. Smith, D.P.M.	5232 Driscoll Court Orlando, Florida 32812	Director President Secretary Treasurer

ARTICLE IX - INCORPORATOR

The following are the name and street address of the incorporator signing these Articles, who is a Doctor of Podiatric Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Michael E. Smith, D.P.M.	5232 Driscoll Court Orlando, Florida 32812

ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Podiatric Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation 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.

ARTICLE XI - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws. In addition such Bylaws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.


B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XIII - 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 this 12 day of December, 1996.



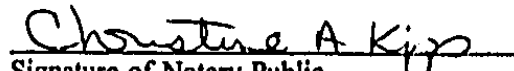
Michael E. Smith, D.P.M.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12 day of December, 1996, by Michael E. Smith, D.P.M..



AFFIX NOTARY STAMP



Signature of Notary Public

CHRISTINE A KIPP
(Print Notary Name)
My Commission Expires: 11-12-2000
Commission No.: 600935

Personally known, or
 Produced Identification
Type of Identification Produced:
FL DChic S530-545-59-08-0

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of MICHAEL E. SMITH, D.P.M., P.A., I hereby accept and agree to act in this capacity.


Michael E. Smith, D.P.M.

bsb\smithpa.art

FILED
SECRETARY OF STATE
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