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TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 200592 9255A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 24, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 200592-005

CUSTOMER NO: 9255A

CUSTOMER: Peter Hamilton Ward, Esquire
WARD & WARD

Suite C-1
4001 Newberry Road
Gainesville, FL 32607

DOMESTIC FILING

NAME: FLORIDA PODIATRY
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

Bmc
12/24/96

FILED
96 DEC 24 AM 11:06
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

600002037346--4
12/24/96--01125--027
*****70.00 *****70.00

RECEIVED
96 DEC 24 AM 10:37
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
FLORIDA PODIATRY SERVICES, INC.**

FILED
96 DEC 24 AM 11:06
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the corporation is:

FLORIDA PODIATRY SERVICES, INC.

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III NATURE AND PURPOSE OF BUSINESS

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV GENERAL POWERS

This corporation shall have the following powers as well as such broader powers as the State of Florida shall from time to time authorize by statute or common law:

- (1) 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.
- (2) 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.
- (3) 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.
- (4) To lend money to, and use its credit to assist its officers and employees, including any officer or employee who is a director of the corporation of a subsidiary, whenever, in the judgment of the director (s), such loan, guaranty, or assistance may reasonably be

expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be unsecured or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing herein shall be deemed to deny, limit, or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

(5) 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 government, state, territory, governmental, district, or municipality or of any instrumentality thereof.

(6) 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.

(7) 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.

(8) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida statute within or without Florida.

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

(10) To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.

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

(12) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

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

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

(15) To sue and be sued, complain, and defend in its corporate name.

(16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

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

ARTICLES V INITIAL CORPORATE ADDRESS/MAILING ADDRESS

The mailing address and the initial address of the corporation is 1130 N.E. 87th Street, Miami, Florida 33138.

ARTICLE VI CAPITAL STOCK

The corporation shall have authority to issue one thousand (1,000) shares of common stock all of one class, with a par value of one dollar (\$1) per share. No preemptive rights are to be granted shareholders. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VII REGISTERED OFFICE

The initial street address in Florida of the initial registered office of the corporation is 4001 Newberry Road, Suite C-1, Gainesville, Florida 32607 and the name of the initial registered agent at such address is Peter H. Ward.

ARTICLE VIII DIRECTORS

The board of directors shall consist of from 3 directors as may be more specifically stated in the By-Laws of the corporation. Directors need not be residents of the State of Florida nor shareholders of the corporation. The name and address of the person who shall serve as director until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation or death, is as follows:

Peter H. Ward, 4001 Newberry Road, Suite C-1, Gainesville, Florida 32607

ARTICLE IX INITIAL INCORPORATOR


The name and address of the initial incorporator is as follows:

Peter H. Ward, 4001 Newberry Road, Suite C-1, Gainesville, Florida 32607

ARTICLE X AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the issued and outstanding common shares.

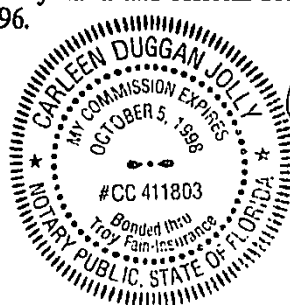
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Gainesville, Florida, on this December 23, 1996.

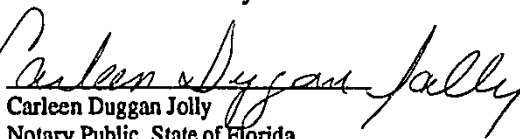

Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF ALACHUA)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Peter H. Ward, 4001 Newberry Road, Suite C-1, Gainesville, Florida 32607, who is personally known to me or has produced a Florida Driver's Licence as identification showing him to be the person described and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the state and county named above this December 23, 1996.




Carleen Duggan Jolly
Notary Public, State of Florida
My Commission Expires October 5, 1998
Commission No. CC 411803

FILED

96 DEC 24 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 23, 1996

Secretary of State
Division of Corporations
Charter Section
P.O. Box 6327
Tallahassee, FL 32314

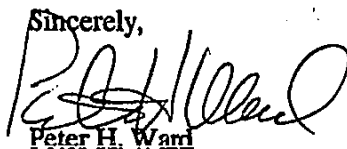
Dear Sir or Madam:

In accordance with Section 607.034 of Florida Statutes, as amended, the undersigned designee of

Florida Podiatry Services, Inc.

accepts appointment as registered agent at the registered office of the corporation in Florida:
4001 Newberry Road, Suite C-1, Gainesville, Florida 32607.

Sincerely,



Peter H. Warr