

P97000005018
COTTRELL, WARCHOL and MERCHANT

JAMES L. COTTRELL
MARTHA S. WARCHOL
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Certified Circuit Court Mediator and
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January 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-01/13/97--01062--009
****122.50 ****122.50

Dear Ladies/Gentlemen:

RE: FOOT HEALTH CENTERS, P. A.

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

\$35.00 filing fee
\$35.00 registered agent fee
\$52.50 certified copy

Please return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Very truly yours,

Martha S. Warchol

MARTHA S. WARCHOL

MSW:ncr
Enclosures

File #19058

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
FOOT HEALTH CENTERS, P.A.

The undersigned incorporators, all of whom are duly licensed to practice Podiatry in the State of Florida, for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation Act and Limited Liability Company Act, hereby adopt the following Articles of Incorporation:

Article I

The name of the corporation is Foot Health Centers, P.A.

Article II

The purpose of the corporation is to practice the profession of podiatry as a professional corporation and to own and operate one or more podiatry offices.

Article III

The authorized capital stock which the corporation may issue shall be 100 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

Article IV

The corporation shall commence business on filing with the Secretary of State.

Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article VI

The principal address of the corporation's office which is its registered office is 4005 Del Prado Blvd., City of Cape Coral, County of Lee, State of Florida. The name of the initial registered agent of the corporation, located at that office, is Arnold Pinsker.

Article VII

The corporation shall have a Board of one Director and may be increased to not more than three Directors. The number of directors each year may be determined by the Shareholders at their annual meeting, or may be fixed by the Bylaws.

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of Board of Directors shall be:

Arnold Pinsker
President, Secretary, Treasurer
4005 Del Prado Blvd.
Cape Coral, Florida 33904

Article IX

The name and street address of each person signing these articles of incorporation as an incorporator is:

Arnold Pinsker
4005 Del Prado Blvd.
Cape Coral, Florida 33904

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to

have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of

which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Cape Coral, Florida, this 10th day of January, 1997.

 (SEAL)
ARNOLD PINSKER

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 10th day of January, 1997 by ARNOLD PINSKER, who is personally known to me or who has produced Driver License as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

Martha S. Warchol
Print Name: MARTHA S. WARCHOL
Notary Public

My commission expires:



