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February 26, 1997

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

IN RE: ROBERT M. CORPPER D.P.M., P.A.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing fee \$35.00
Registered Agent fee \$35.00
Certified copy fee \$52.50

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-03/11/97--01069--012
****122.50 ****122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesy and cooperation in this matter.

Sincerely,

JORDAN L. WALLACH, P.A.

Jordan L. Wallach, Esquire

JLW/srn

FILED
DIVISION OF STATE
CORPORATIONS
97 MAR 11 AM 11:33

of 3/18/97

ARTICLES OF INCORPORATION
OF

ROBERT M. CROPPER, D.P.M., P.A.

FILED
SECRETARY OF STATE
CORPORATIONS
97 MAR 11 AM 11:40

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract and Podiatric, duly licensed to render services as such under the laws of the State of Florida, hereby form a professional corporation for profit under the laws of the State of Florida and in accordance with the Florida Professional Service Corporation Act and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation is:

ROBERT M. CROPPER, DPM, P.A.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

Section 1: To engage in the practice of podiatry as a professional corporation and to own and operate a clinic for the purposes of providing podiatry care and treatment.

Section 2: To promote podiatric, surgical and scientific research and knowledge; to furnish related clinical services; and to own real and personal property, enter into rendering of the professional podiatry services.

Section 3: To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

Section 4: The purposes of this corporation shall be carried out only through officers, employees and agents each of whom is licensed or otherwise legally qualified to render professional podiatry services in the State of Florida.

ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of stock having One Dollar (\$1.00) par value. All stock issued shall be fully paid and non-assessable. The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may

respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. Shares of the corporation's stock and certificates therefor shall be issued only to attorneys authorized and licensed to practice law in the State of Florida.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than \$500.00.

ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpetually.

ARTICLE VI

CORPORATE POWERS: The Corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII

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

Robert M. Cropper 7109 Curtiss Avenue, Sarasota, Fl

ARTICLE VIII

DIRECTORS: The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one and the names and addresses of the initial director is:

ROBERT M. CROPPER

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX

BYLAWS: The initial directors shall submit the proposed by laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation.

ARTICLE X

DISSOLUTION: The corporation may be dissolved at any time by unanimous written consent of the shareholders or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at Sarasota, Florida on February, 26, 1997.

ARTICLE XI

ADDRESS: The mailing and Street Address of the principal office of this corporation in the State of Florida is:

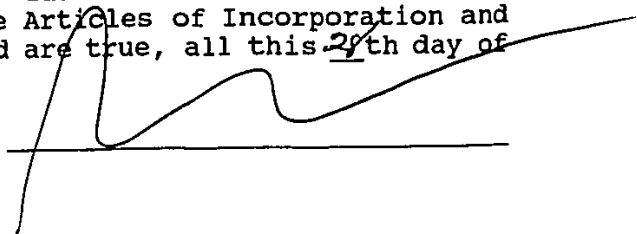
1800 Second Street
Suite 900
Sarasota, Florida 34236

The mailing and Street Address of the initial registered office of this corporation in the State of Florida is:

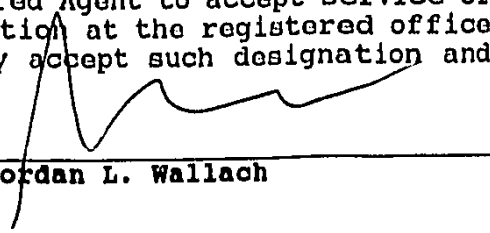
1800 Second Street
Suite 900
Sarasota, Florida 34236

The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at aforesaid address shall be **Jordan L. Wallach**.

IN WITNESS WHEREOF, we, the undersigned subscribers, have hereunto set our hands and seals for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all this 27th day of February, 1997.



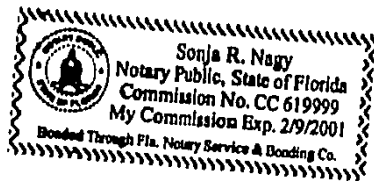
Having above been named Registered Agent to accept service of process for the above stated corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

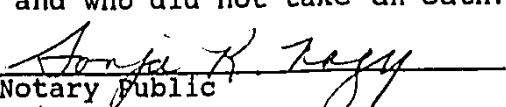


Jordan L. Wallach

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this ___th day of February, 201997 by _____, as subscriber and by Jordan L. Wallach, as subscriber and Registered Agent, both of whom were personally known to me or who produced their Florida Drivers' Licenses as identification and who did not take an oath.





Notary Public
Print Name:
My Commission Expires:

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STATE
NOTARY PUBLIC