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August 25, 1997

BY FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Document No. P97000057959

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Dear Sir:

Enclosed please find Amended and Restated Articles of Incorporation for PGA Foot & Ankle, Inc. Please note that the purpose of the corporation is the same as in the initial articles. I enclose a copy of the initial articles for your reference. Please note that the Amended and Restated Articles do have a name change so that the company will be named PGA Foot & Ankle, P.A.

I enclose a check for \$87.50 covering a \$35.00 filing fee and a fee for a certified copy of the Amended and Restated Articles.

If you have any questions, please call me.

Very truly yours,

JONES, FOSTER, JOHNSTON
& STUBBS, P.A.

By: 
MARK B. KLEINFELD

MBK:jyr
Enclosure
cc: Charise Dunn
GAUSERS\ATTY\MBK\DUNNS\OSCORP.LTR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Amended & Restated
P97000057959
Check
8.25.97
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PGA Foot & Ankle, Inc.

The undersigned, E. Charisse Dunn, D.P.M., is the sole director and shareholder of PGA Foot & Ankle, Inc. and does hereby consent to these amended and restated articles of incorporation which were adopted at a duly called meeting of the corporation held August 14, 1997 at the corporate office in Palm Beach Gardens, Palm Beach County, Florida. These amended and restated articles of incorporation have been approved as required by sections 607.1003 and 607.1007 of the Florida Statutes. The undersigned to these Articles of Incorporation is a podiatrist and duly licensed to render services as such under the Laws of the State of Florida, and hereby presents these Articles for the formation of a corporation under the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is PGA Foot & Ankle P.A.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of engaging in the practice of Podiatric Medicine and Surgery (Podiatry).

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

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, 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.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND ADDRESSES

The initial street address of the Registered Office of this Corporation in the State of Florida will be PGA Concourse, 5610 PGA Blvd., Suite 212, Palm Beach Gardens, Fla. 33418 . The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida. The name of the initial Registered Agent of this Corporation at said address is E. Charisse Dunn. The principal office and address of the Corporation is PGA Concourse, 5610 PGA Blvd., Suite 212, Palm Beach Gardens, Fla. 33418 and the mailing address of the Corporation is PGA Concourse, 5610 PGA Blvd., Suite 212, Palm Beach Gardens, Fla. 33418.

ARTICLE VI - DIRECTORS AND OFFICERS

A. There shall be a Board of Directors consisting of one to five Directors. The election of Directors and term of office is fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of one member who shall serve until the first annual meeting of shareholders or until his successor shall be elected and qualified. The number of Directors shall never be less than one. The name and street address of the member of the first Board of Directors is: E. Charisse Dunn, PGA Concourse, 5610 PGA Blvd., Suite 212, Palm Beach Gardens, Fla. 33418 .

B. The corporation shall be managed by a President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person. The name of the first officers to hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and shall have qualified are: E. Charisse Dunn, president, secretary and treasurer.

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

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator who is a podiatrist duly licensed under the laws of the State of Florida to render services as such, is as follows: PGA Concourse, 5610 PGA Blvd., Suite 212, Palm Beach Gardens, Fla. 33418 .

ARTICLE VIII

RESTRAINT OF ISSUANCE AND ALIENATION OF SHARES

A. Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed to practice podiatry in the State of Florida.

B. No shareholder of the Corporation may sell or transfer his share of stock therein except to another individual who is

eligible to be a shareholder of the Corporation. No shareholder of the Corporation shall enter in to 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. Proxies may be given only to other shareholders.

C. The Corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

D. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.

ARTICLE IX - BYLAWS

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officer of the Corporation shall be prescribed by such By-Laws. The ByLaws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation,

including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of August , 1997.

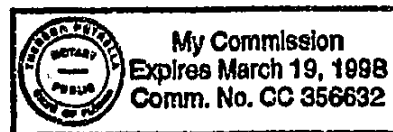
E. Charisse Dunn
E. Charisse Dunn, Incorporator/Dir.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of August, 1997 by E. Charisse Dunn , who is personally known to me or who has produced a driver's license as identification and who did take an oath.

(NOTARY SEAL)

Theresa Petrella
Notary Public
Print Name: THERESA PETRELLA
Commission No.: _____
My commission expires: _____



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at follows: PGA Concourse, 5610 PGA Blvd., Suite 212, Palm Beach Gardens, Fla. 33418, in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, has named E. Charisse Dunn, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: E. Charisse Dunn
E. Charisse Dunn

Date: August 14, 1997