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FRIEDMAN, ROSENWASSER & GOLDBAUM

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ATTORNEYS AND COUNSELORS AT LAW
THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 21 AM 11:06

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

August 13, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-08/21/97--01086--009
***122.50 ***122.50

Re: PODIATRY ONLINE, INC.

To Whom It May Concern:

I enclose an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above-referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, I enclose a check in the amount of \$122.50 representing the filing fees.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Ronald N. Rosenwasser
RS

Ronald N. Rosenwasser
"Signed in Mr. Rosenwasser's
absence to prevent delay"

Enclosures

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Corpmast/M1004

D. BROWN AUG 22 1997

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
PODIATRY ONLINE, INC.**

Article I

Name

The name of the corporation is Podiatry Online, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

5210 Linton Blvd.
Suite 305
Boca Raton, FL 33484

Article V

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5210 Linton Blvd., Suite 305, Boca Raton, Florida 33484, and the name of the initial registered agent of this corporation at the address is Alan Sherman.

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: 1. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Alan Sherman
5210 Linton Blvd.
Suite 305
Boca Raton, FL 33484

Article VIII

Incorporators

The name and address of the person signing these Articles are:

Alan Sherman
5210 Linton Blvd.
Suite 305
Boca Raton, FL 33484

Article IX

Powers

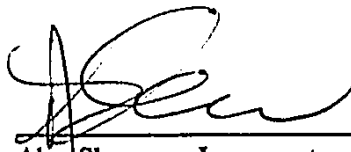
This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 31, 1997



Alan Sherman, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

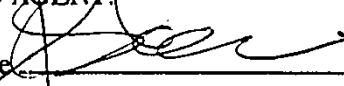
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Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Podiatry Online, Inc.
2. The name and address of the registered agent and office is:

5210 Linton Blvd.
Suite 305
Boca Raton, FL 33484

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 

Date: July 31, 1997