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DORAN, WALTERS, ROST & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

CAROLYN S. ANSAY  
THEODORE R. DORAN  
SCOTT R. ROST  
LAWRENCE G. WALTERS  
AARON R. WOLFE

FIRST UNION TOWER  
444 SEABREEZE BOULEVARD  
SUITE 800  
DAYTONA BEACH, FLORIDA 32118

PLEASE REPLY TO:  
POST OFFICE DRAWER 15110  
DAYTONA BEACH, FLORIDA 32115  
(904) 253-1111  
FAX (904) 253-4260

OF COUNSEL  
DAVID A. WASSERMAN

November 5, 1997

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

100002342401--2  
-11/10/97-01055-013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: JOSEPH F. THOMAS, DPM, P.A.

Correspondent:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Very truly yours,

*for Scott R. Rost*  
for Scott R. Rost

SRR/ser  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 10 AM 9:43

11-14-97  
105

**ARTICLES OF INCORPORATION  
OF  
JOSEPH F. THOMAS, DPM, P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation shall be JOSEPH F. THOMAS, DPM, P.A.

**ARTICLE II. PURPOSE**

This corporation may engage only in the rendition of podiatry.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V. ADDRESS**

The initial street address of the principal office of this corporation is to be 820 Deltona Boulevard, Suite B, Deltona, Florida 32725. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI. DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

Articles of Incorporation of  
JOSEPH F. THOMAS, DPM, P.A.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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**ARTICLE VII. INITIAL DIRECTORS**

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

| <b>Name</b>           | <b>Address</b>                             |
|-----------------------|--|
| JOSEPH F. THOMAS, DPM | 110 Ridge Road<br>Lake Mary, Florida 32746 |

**ARTICLE VIII. SUBSCRIBER**

The name and street address of the subscriber of these Articles of Incorporation and the number of shares of stock he has agreed to take is as follows:

| <b>Name</b>           | <b>Address</b>                             | <b>Shares</b> |
|-----------------------|--|---------------|
| JOSEPH F. THOMAS, DPM | 110 Ridge Road<br>Lake Mary, Florida 32746 | 100           |

**ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118, and the name of the initial registered agent of this corporation at that address is SCOTT R. ROST.

**ARTICLE X. EFFECTIVE DATE**

These Articles of Incorporation shall become effective upon approval by the Secretary of State of the State of Florida.

**ARTICLE XI. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE XIII. AMENDMENT**

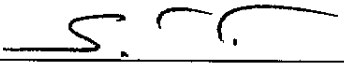
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

**ARTICLE XIV. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is: SCOTT R. ROST, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

  
SCOTT R. ROST - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of JOSEPH F. THOMAS, DPM, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for JOSEPH F. THOMAS, DPM, P.A.

  
SCOTT R. ROST - Registered Agent

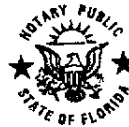
State of FLORIDA  
County of VOLUSIA

On NOVEMBER 5, 1997, SCOTT R. ROST, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of JOSEPH F. THOMAS, DPM, P.A.

  
Notary Public

SABRINA E. ROBINSON  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



SABRINA E ROBINSON  
My Commission CC452919  
Expires Apr. 13, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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(SEAL)

Articles of Incorporation of  
JOSEPH F. THOMAS, DPM, P.A.