

P980000034899

TRANSMITTAL LETTER

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

DAWN SHEPHERD MILES, D.P.M., P.A.

SUBJECT: _____
(Proposed corporate name - must include suffix)

600002488896--2
-04/15/98-01008-016
***122.50 ***122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

EFFECTIVE
4-13-98

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ISLAND BUSINESS & ACCOUNTING SERVICES, INC.
Name (Printed or typed)

249 VENTURA ROAD
Address

ST. AUGUSTINE, FL 32084
City, State & Zip

(904) 471-2741
Daytime Telephone number

98 APR 15 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

5

Handwritten signature and date: 4/14/98

**ARTICLES OF INCORPORATION
OF
DAWN SHEPHERD MILES, D.P.M., P.A.**

FILED
98 APR 15 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation, under the Professional Service Corporation Act, and other laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

RECEIVED
4-13-98

The name of the corporation shall be:

DAWN SHEPHERD MILES, D.P.M., P.A.

**ARTICLE II
NATURE AND PURPOSE**

The general nature of the business to be transacted by this Professional Service Corporation is:

(a) To engage in every phase and aspect of the business of rendering professional services to the public that a podiatrist is authorized to render under the laws of the State of Florida. However, no professional services shall be rendered by this Corporation except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within this State.

(b) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional service.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and; in general, either alone or in association with other corporations, firms, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.

(d) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this 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 this Corporation otherwise permitted by law.

(e) The general nature of the business to be transacted by this Professional Service Corporation as described in this Article is intended to comply with Florida Statutes Section 621.08.

ARTICLE III SHARES OF STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09.

ARTICLE IV DURATION AND EFFECTIVE DATE

This Corporation shall have perpetual existence, and the effective date is April 13, 1998 pursuant to Florida Statutes.

ARTICLE V PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is:

227 Boulevard Des Pins, St. Augustine, FL 32084

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI NAME AND ADDRESS OF INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Dawn Shepherd Miles, D.P.M.
227 Boulevard Des Pins
St. Augustine, FL 32084

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT
ACCEPTANCE OF INITIAL REGISTERED AGENT**

The name of the initial registered agent and the address of the initial registered office of this Corporation is:

Dawn Shepherd Miles, D.P.M.
227 Boulevard Des Pins
St. Augustine, FL 32084

**ARTICLE VIII
NUMBER OF 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 Stockholders, but shall never be less than one.

**ARTICLE IX
NAME AND ADDRESS OF INITIAL DIRECTOR**

The name and address of the initial Director of this Board of Directors is:

Dawn Shepherd Miles, D.P.M.
227 Boulevard Des Pins
St. Augustine, FL 32084

**ARTICLE X
LIMITATION ON TRANSFER OF STOCK**

No Stockholder of this Corporation may sell or transfer his shares of stock of this Corporation, except to another individual who is eligible to be a Stockholder of this Corporation pursuant to Florida Statutes Section 621.11 and the stock certificates shall carry a legend so providing.

**ARTICLE XI
ENUMERATION OF GENERAL POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for profit-sharing, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, partnership, or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

(b) To purchase and acquire any or all of its shares owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of shares, in accordance with any corporate stock purchase agreement, as may be executed, between the Corporation and all of the Stockholders of this Corporation; provided, however, the capital of this Corporation is not impaired.

(c) To enter into, for the benefit of its qualified employees, as defined in any such plans, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; (6) a medical reimbursement plan; (7) other retirement or incentive compensation plan.

ARTICLE XII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to be voted thereon unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made; however, in no event may any amendment provide that the Corporation may enter into any stock repurchase plan or issue any new shares without first acquiring the unanimous consent of all of the Stockholders. All rights of Stockholders are subject to these restrictions.

Dawn Shepherd Miles DPM
DAWN SHEPHERD MILES, D.P.M.

4/13/98
DATE

I, the undersigned incorporator, DAWN SHEPHERD MILES, D.P.M., having been named as resident agent for the corporation by these Articles of Incorporation, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes, and I further certify that I am a permanent resident of St. Johns County, Florida with offices at the place indicated in this paragraph.

Dawn Shepherd Miles DPM
DAWN SHEPHERD MILES, D.P.M.

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