

Charter Number Only

4/17/98
P9700036003

Requestor's Name Fischer & Chaves
Address 9100 South Dadeland Blvd. PH 1
Miami, FL 33156
City State ZIP Phone
070-0444

NOTATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

Ankle & Foot Care Centers of Miami, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail |
| <input type="checkbox"/> Pick Up | <input type="checkbox"/> Walk In | |

cert. copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

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DIVISION OF CORPORATION

Empire-Toll Free: 1-800-432-3028

TESCHER CHAVES RUBIN FORMAN & MULLER, P.A.

Attorneys-at-Law

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Watts (800) 288-2925
Fax (407) 998-2642

April 20, 1998

REPLY TO: Miami

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

**Re: Articles of Incorporation of
Ankle & Foot Care Centers of Miami, Inc.**

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of Ankle & Foot Care Centers of Miami, Inc.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Designation	\$35.00

Please file the enclosed Articles of Incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,

Donald R. Tescher
DONALD R. TESCHER *DR*

DRT/an
encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANKLE & FOOT CARE CENTERS OF MIAMI, P.A

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract and a physician duly licensed to render services as such under the laws of the State of Florida, hereby forms a professional association for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation shall be:
ANKLE & FOOT CARE CENTERS OF MIAMI, P.A.

ARTICLE II. NATURE OF CORPORATE BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every aspect and phase of the practice of rendering the same professional services to the public that a podiatrist, duly licensed under the laws of the State of Florida, is authorized to render; provided, however, that such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice podiatry in this State.

B. To invest and reinvest the funds of this

Corporation in real estate, mortgages, stocks, bonds of any other type of investments within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in the practice of podiatry.

C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be five thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the Corporation is:

9159 S.W. 87 Avenue
Miami, Florida 33176

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

DAVID K. CANTOR
9159 S.W. 87 Avenue
Miami, Florida 33176

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have four (4) Directors initially. The number of Directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS.

The names and addresses of the initial Directors

of this Corporation are:

David K. Cantor
9159 S.W. 87 Avenue
Miami, Florida 33176

Stephen Kushner
9159 S.W. 87 Avenue
Miami, Florida 33176

Barry M. Tuvel
9159 S.W. 87 Avenue
Miami, Florida 33176

Richard Hochman
9159 S.W. 87 Avenue
Miami, Florida 33176

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name of the person signing these Articles of Incorporation as the incorporator is RICHARD HOCHMAN, and his street address is:

9159 S.W. 87 Avenue
Miami, Florida 33176

ARTICLE X. CONFLICT OF INTEREST.

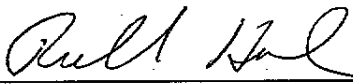
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the

officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. AMENDMENT.


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 at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 20th day of April, 1998.

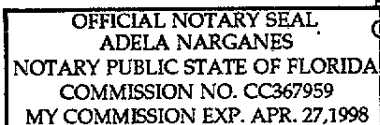

Richard Hochman, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 20 day of April, 1998 by Richard Hochman, as Incorporator, who is (not) personally known to me and who did (not) take an oath.


Notary Public
Print Name: _____
Commission No. _____

(SEAL ABOVE)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

That ANKLE & FOOT CARE CENTERS OF MIAMI, P.A. desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 9159 S.W. 87 Avenue, Miami, FL 33176, has named DAVID K. CANTOR, at 9159 S.W. 87 Avenue, Miami and State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, DAVID K. CANTOR hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 20th day of April, 1998.



DAVID K. CANTOR
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA