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FILING COVER SHEET

REFERENCE:

800002565229--9

DATE:

6-19-98

06/19/98 01033--005  
\*\*\*122.50 \*\*\*122.50

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

06/19/98 01033--005  
\*\*\*122.50 \*\*\*122.50

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Podiatric Physician Alliance, Inc.

STATE FEES PREPAID WITH CHECK # 2680 FOR \$ 122.50

PLEASE FILE:

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT           | <input type="checkbox"/> DISSOLUTION   |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> MERGER              | <input type="checkbox"/> WITHDRAWAL    |
| <input type="checkbox"/> QUALIFICATION               | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME             | <input type="checkbox"/> LIMITED LIABILITY   | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE           | <input type="checkbox"/> UCC-1               | <input type="checkbox"/> UCC-3         |

PROVIDE US WITH:

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input checked="" type="checkbox"/> STAMPED COPY |
|--|--|--|

Examiner's Initials

FILED  
98 JUN 19 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JUN 19 AM 10:10  
DIVISION OF CORPORATION

P. Hall

JUN 19 1998

3

**ARTICLES OF INCORPORATION**  
**OF**  
**PODIATRIC PHYSICIAN ALLIANCE, INC.**

**FILED**  
98 JUN 19 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is PODIATRIC PHYSICIAN ALLIANCE, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 88201 W. Peters Road, Suite 1000, Plantation, Florida 33324.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office 88201 W. Peters Road, Suite 1000, Plantation, Florida 33324 and the name of its initial registered agent at such office is Steven Bernstein, D.P.M.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the

name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Steven Bernstein, D.P.M.  
88201 W. Peters Road  
Suite 1000  
Plantation, Florida 33324

#### **ARTICLE VII**

The name of the Incorporator is Steven Bernstein, D.P.M. and the address of the Incorporator is 88201 W. Peters Road, Suite 1000, Plantation, Florida 33324.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16 day of June, 1998.

  
\_\_\_\_\_  
Steven Bernstein, D.P.M., Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of PODIATRIC PHYSICIAN ALLIANCE, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Steven Bernstein, D.P.M., Registered Agent

Dated: June 16, 1998

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98 JUN 19 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA