



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 883971 9104A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : July 8, 1998

ORDER TIME : 12:40 PM

ORDER NO. : 883971-040

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT

Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

200002583202--1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 2:58

DOMESTIC FILING

NAME: FOOTCARE CENTERS OF NORTH
EAST, FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

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98 JUL -8 PM 1:08
DIVISION OF INCORPORATION
8/8

7/2/98

ARTICLES OF INCORPORATION
OF
Footcare Centers of North East, Florida, Inc.

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The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **Footcare Centers of North East, Florida, Inc.**

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

10006 North Dale Mabry, Suite 210, Tampa, FL 33618.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs

Address: 200 Central Avenue, Suite 1600, St. Petersburg, FL 33601.

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: 200 Central Avenue, Suite 1600, St. Petersburg, FL 33601.

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ARTICLE V.

CAPITAL STOCK

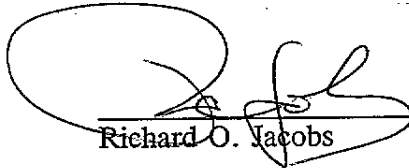
This Corporation is authorized to issue one million (1,000,000) shares of \$.001 par value common stock.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

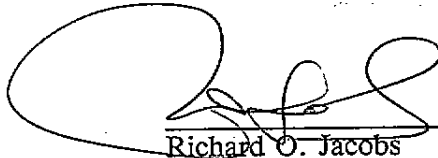
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 6 day of July, 1998, for the purpose of organizing this Corporation under the laws of the State of Florida.)


Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. Date:

26, 1998.


Richard O. Jacobs