

P98000060528



ACCOUNT NO. : 072100000032

REFERENCE : 883971 9104A

AUTHORIZATION

*Patricia Pigut*

COST LIMIT : \$ 122.50

ORDER DATE : July 8, 1998

ORDER TIME : 12:40 PM

ORDER NO. : 883971-035

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons  
HOLLAND & KNIGHT

Suite 1600  
200 Central Avenue  
Saint Petersburg, FL 33701

300002583203--8

DOMESTIC FILING

NAME: FOOTCARE CENTERS OF SOUTH  
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:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -8 PM 3:00

RECEIVED  
98 JUL -8 11:08  
DIVISION OF CORPORATIONS

7/2/98

**ARTICLES OF INCORPORATION**  
**OF**  
**Footcare Centers of South Florida, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -8 PM 3:00

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 South 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.

ARTICLE V.

CAPITAL STOCK

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -8 PM 3:00

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 8 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:

7/8, 1998.

  
Richard O. Jacobs