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TO: DIVISION OF CORPORATIONS

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FROM: BROAD AND CASSEL

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FAX #: (561)483-7321

NAME: STEPHEN KUSHNER, D.P.M, P.A.

AUDIT NUMBER.....H98000013115

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

STEPHEN KUSHNER, D.P.M., P.A.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Stephen Kushner, D.P.M., P.A., 11063 Boston Drive, Cooper City, Florida 33026, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

The Corporation is organized for the purposes of engaging in the practice of medicine in the State of Florida and all its fields of specialization as engaged in by podiatric pursuant to Chapter 621, Professional Service Corporation Act. The Corporation shall engage and render the professional services involved only through its officers, agents and employees who shall be in good standing, licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

Without in any manner limiting any of the objectives and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Business Corporation Act.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

| NUMBER OF SHARES AUTHORIZED | PAR VALUE PER SHARE | CLASS OF STOCK |
|--------------------------------|------------------------|-------------------|
| 1,000 | \$.01 | Common |

Jodi B. Laurence, Esquire
Florida Bar Number 860689
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. Shares of the Corporation's capital stock shall only be issued to podiatrists in good standing and duly licensed or otherwise legally authorized to render the same professional services as the Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is Jodi B. Laurence, Esq.

ARTICLE VI

The Corporation shall have one (1) directors initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is:

Stephen Kushner, D.P.M

11063 Boston Drive
Cooper City, Florida 33026

ARTICLE VII

The name and address of the Incorporator is: Jodi B. Laurence, Esq., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation.

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which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or no so interested.

ARTICLE IV

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

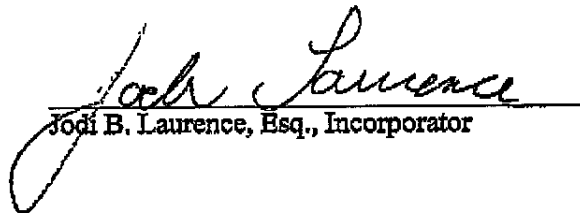
ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15th day of July, 1998.


Jodi B. Laurence, Esq., Incorporator

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

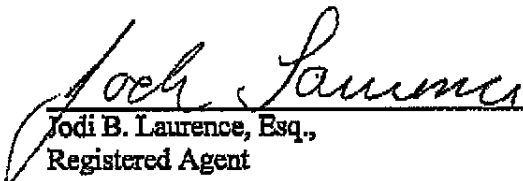
In compliance with the laws of the State of Florida, the following is submitted:

First - That STEPHEN KUSHNER, D.P.M, P.A., desiring to organize under the laws of the State of Florida, has designated 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second -- That the above corporation has named Jodi B. Laurence, Esq. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 15th day of July, 1998.


Jodi B. Laurence, Esq.,
Registered Agent

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