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JOHN K. VREELAND  
TED W. WEEKS, III  
A. H. LANE (RETIRED)

June 21, 1999

VIA FEDERAL EXPRESS

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32314

EFFECTIVE DATE  
7-1-99

Re: Cypress Podiatry Associates, P.A.

200002924412--4  
-07/07/99--01005--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida professional service corporation to be known as CYPRESS PODIATRY ASSOCIATES, P.A. Please file the original Articles and return the copy to me, duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

Our search of the Secretary of State's On-Line Records indicate that this name appears to be available for a new Florida professional service corporation.

Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2213. Thanking you for your usual cooperation, I am

Yours very truly

Robert J. Bertrand

RJB/mcd  
Enclosures  
xc: Ralph W. Reed, D.P.M.

FILED  
99 JUL -6 PM 6:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310  
WWW.LANETROHN.COM

D. BROWN JUL 1 2 1999

EFFECTIVE DATE  
7-1-99

ARTICLES OF INCORPORATION  
OF  
CYPRESS PODIATRY ASSOCIATES, P.A.

FILED  
99 JUL -6 PM 6:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each being a natural person competent to contract, and each being a doctor of podiatric medicine duly licensed to render services as such under the laws of the State of Florida, hereby present these Articles for the formation of a corporation under the Professional Service Corporation Act and other applicable laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is CYPRESS PODIATRY ASSOCIATES, P.A.

ARTICLE II. - PRINCIPAL OFFICE

The address of the principal office of this corporation is 575 Avenue K, S.E., Winter Haven, Florida 33880, and the mailing address of this corporation is 575 Avenue K, S.E., Winter Haven, Florida 33880.

ARTICLE III. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- A. To engage in every phase and aspect of the business of rendering the same professional services to the public that of a doctor of podiatric medicine, duly licensed under the laws of the State of Florida, is authorized to render;

B. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional services; and

C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary for or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of the corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objectives of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes and objectives shall not be held to limit or restrict in any manner the powers of this corporation otherwise provided or authorized by law.

#### ARTICLE V. - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$1.00 per share. All shares of stock shall be fully paid and non-assessable.

#### ARTICLE VI. - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 575 Avenue K, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent of this corporation at that address is Ralph W. Reed, D.P.M.

#### ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation initially shall have two (2) directors. The number of directors either may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation is or are:

<u>Name</u>	<u>Address</u>
Ralph W. Reed, D.P.M.	575 Avenue K, S.E. Winter Haven, Florida 33880
James Earl Koon, D.P.M.	575 Avenue K, S.E. Winter Haven, Florida 33880

#### ARTICLE VIII. - INCORPORATOR

The names and addresses of the incorporators, who are both doctors of podiatric medicine licensed under the laws of the State of Florida to render services as such, are:

<u>Name</u>	<u>Address</u>
Ralph W. Reed, D.P.M.	575 Avenue K, S.E. Winter Haven, Florida 33880
James Earl Koon, D.P.M.	575 Avenue K, S.E. Winter Haven, Florida 33880

#### ARTICLE IX. - CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) such shareholder would be entitled to cast for the election of directors with respect to such shareholder's shares of stock multiplied by the number of directors to be elected, and such shareholder may cast all such votes for a single director, or may distribute them among the number to be voted for, or for two or more of them, as such

shareholder may deem appropriate.

#### ARTICLE X. - CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any officer or director of this corporation is interested in, or is an officer or director of, such other corporation, and any officer or director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any officer or director of this corporation is in any way connected with such person, firm or corporation, and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for his or her benefit or any firm, association, or corporation in which he or she may be in any way interested.

#### ARTICLE XI. - INDEMNIFICATION

The corporation shall indemnify any officer or director, and any former officer or director of the corporation, to the full extent permitted by law.

#### ARTICLE XII. - LIMITATIONS ON SHAREHOLDERS AND ALIENATION OF STOCK

A. No capital stock of this corporation shall be issued to anyone other than an individual who is duly licensed as a doctor of podiatric medicine under the laws of the State of Florida; also, no shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of such shareholder's stock.

B. If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional podiatric services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon the continued rendering of such professional services, he or she shall forthwith sever all employment with, and financial interest in, the corporation.

C. No shareholder of this corporation may sell or transfer such shareholder's shares of the stock of this corporation except to another individual who is eligible to be a shareholder of the corporation.

D. Each shareholder of this corporation shall have the power to enter into one or more agreements restricting or regulating the sale, transfer or other disposition of any of the outstanding shares of the stock of the corporation.

#### ARTICLE XIII. - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and of the purposes and objectives stated above, the corporation shall have all and singular the following powers:

A. The corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture, or otherwise, with any person, firm, or other corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. The corporation shall have the power to enter into one or more agreements obligating or permitting it to purchase and acquire any and all of its outstanding shares of stock upon such terms and conditions as shall be approved by its directors, subject to any

restrictions or limitations imposed by law.

C. The corporation shall have the power to enter into, for the benefit of its employees, any one or more of the following: (1) a defined contribution retirement plan; (2) a defined benefit retirement plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) any other retirement, incentive or deferred compensation plan deemed appropriate by the directors.

#### ARTICLE XIV. - AMENDMENT-NATURE OF BUSINESS

In the event the ownership of shares of stock of this corporation shall be transferred into the hands of a person or persons who is or are not qualified to own such shares under the provisions of the Florida Professional Service Corporation Act, the directors of this corporation shall have the power to fill any vacancy existing in the directors; and all of the directors and all of the shareholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article III herein, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes, except that the corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

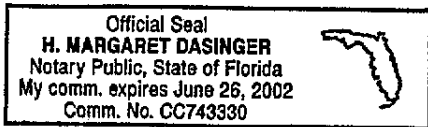
WITNESS my hand and seal this 1st day of July, 1999.

  
RALPH W. REED, D.P.M., Incorporator

  
JAMES EARL KOON, D.P.M., Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me, this 1st day of July, 1999,  
by Ralph W. Reed, D.P.M. and James Earl Koon, D.P.M., who are each personally known  
to me and who did not take an oath.



(AFFIX NOTARY SEAL)

H. Margaret Dasinger  
NOTARY PUBLIC,  
State of Florida at Large

H. Margaret Dasinger  
(Printed Name)

My commission expires: June 26, 2002

**ACCEPTANCE OF REGISTERED AGENT**

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

Ralph W. Reed  
RALPH W. REED

DATE: 7-1-99

FILED  
99 JUL -6 PM 6:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA