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WARREN W. DILL, P.A.
ATTORNEY-AT-LAW

WARREN W. DILL

MEMBER OF:
FLORIDA BAR
WYOMING BAR
NEBRASKA BAR

1515 U.S. HWY. 1, SUITE 201
SEBASTIAN, FLORIDA 32958
(561) 589-1212
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August 24, 1999

Department of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of
INDIAN RIVER FOOT & ANKLE, P.A.

Gentlemen:

100002979231--3
-09/07/99--01035--007
*****70.00 *****70.00

I have enclosed duplicate originals of the Articles of Incorporation of Indian River Foot & Ankle, P.A., along with check number 5022 in the amount of \$70.00 for the filing fee of \$35.00, and Designation of Registered Agent of \$35.00. If you find the Articles acceptable, please file one set and stamp and return the second copy back to me at the following address:

Warren W. Dill, P.A.
1515 U.S. Highway, Suite 201
Sebastian, Florida 32958

Thanking you in advance for your assistance, I remain

Very truly yours,

Warren W. Dill

Warren W. Dill
/kd

Enclosures

FILED
99 SEP -3 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORADON P,
New Brak
KRA
9/7/99

ARTICLES OF INCORPORATION

OF

INDIAN RIVER FOOT & ANKLE, P.A.

The undersigned subscriber to these articles of incorporation being duly licensed to practice podiatry and related medical services under the laws of the State of Florida adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. 621 and other laws under the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation shall be: INDIAN RIVER FOOT & ANKLE, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 13825 U.S. Hwy 1, Suite 1, Sebastian, Florida 32958.

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the primary health care of the foot and ankle (medical practice of podiatry). In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

This professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$10.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice podiatry in the State of Florida.

FILED
99 SEP -3 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - DESIGNATION OF REGISTERED AGENT

The address of the initial registered office of this professional service corporation is 13825 U.S. Hwy 1, Suite 1, Sebastian, Florida 32958. The name of the initial Registered Agent at that address is DAVID J. HAILE.

ARTICLE VII - DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
David J. Haile	13825 U.S. Hwy 1, Suite 1 Sebastian, FL 32958

ARTICLE VIII - SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is David J. Haile.

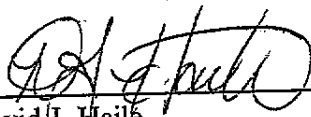
ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice podiatry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of August, 1999.




David J. Haile

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing articles of incorporation were acknowledged before me on the 24th day of August, 1999 by David J. Haile, who is personally known to me or has produced _____ as identification.

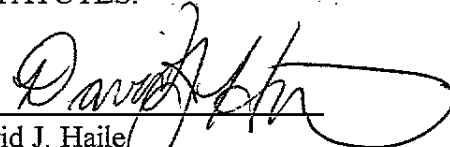
WARREN W. DILL
Notary Public - State of Florida
My Commission Expires Jan 15, 2002
Commission # CC708544



Notary Public
My Commission No. is: _____
My Commission Expires: _____

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

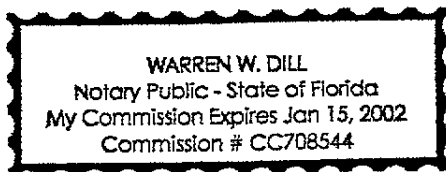


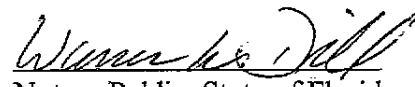
David J. Haile
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me on the 24th day of August, 1999 by David J. Haile, who is personally known to me or has produced _____ as identification.

SEAL





Notary Public, State of Florida
My Commission Expires:
My Commission Number is: