

Division of Corporations

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Florida Department of State

Division of Corporations

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Advanced Podiatry Associates, P.A.

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**ARTICLES OF INCORPORATION
OF
ADVANCED PODIATRY ASSOCIATES, P.A.**

The undersigned incorporators, for the purpose of forming a Professional Association under the Florida Professional Service Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Professional Association shall be:

ADVANCED PODIATRY ASSOCIATES, P.A.

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**ARTICLE II
TERM OF EXISTENCE**

This Professional Association shall exist perpetually or until dissolved by due process of law.

**ARTICLE III
PURPOSE**

This Professional Association is organized for the general purpose of the practice of Podiatry medicine and related treatment, procedures and services as permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE OR MAILING ADDRESS**

The initial principal office of the Professional Association, and the mailing address of the corporation shall be:

17395 North Bay Road
Suite #200A
North Miami Beach, FL 33160

**ARTICLE V
CAPITAL STOCK**

This Professional Association is authorized to issue one class of voting common stock at a par value of \$1 . 10,000 shares of common stock shall be authorized. One thousand (1000) shares shall be issued as in the following percentages:

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Charlton Adler 51%
Teri Adler 49%

ARTICLE VI
PREEMPTIVE RIGHTS

The Professional Association may provide for preemptive rights of Stockholders pursuant to provisions of its by-laws.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of the Professional Association in the State of Florida shall be:

17395 North Bay Road
Suite #200A
North Miami Beach, FL 33160

The name of the initial Registered Agent of this Professional Association at the aforementioned address is:

Charlton L. Adler, DPM, P.A.

ARTICLE VIII
INCORPORATOR

The name and address of each incorporator is as follows:

Charlton L. Adler, DPM, P.A.
17395 North Bay Road
Suite #200A
North Miami Beach, FL 33160

Teri. A. Adler
17395 North Bay Road
Suite #200A
North Miami Beach, FL 33160

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ARTICLE IX
INITIAL BOARD OF DIRECTORS

The number of directors constituting the board is two (2). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the by-laws.

The initial Board of Directors shall consist of two members whose names and addresses follow:

Charlton L. Adler, DPM, P.A.
17395 North Bay Road
Suite #200A
North Miami Beach, FL 33160

Teri A. Adler
17395 North Bay Road
Suite #200A
North Miami Beach, FL 33160

The initial officers of the Professional Association shall be:

President	Charlton L. Adler, DPM, P.A.
Vice President	Teri A. Adler

ARTICLE X
VOTING FOR DIRECTORS

No corporation organized under the provisions of this act may issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated

The initial by-laws of this Professional Association shall be adopted by the Board of Directors. The by-laws may be amended from time to time by the unanimous vote of either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any by-laws adopted by the Directors. The Directors may not alter, amend or repeal any by-laws adopted by the Stockholders, nor may the Directors adopt by-laws which would be in conflict with the by-laws adopted by the Stockholders.

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The Professional Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

Any Incorporation or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Professional Association shall indemnify all Officers and Directors of the Professional Association to the fullest extent permitted by law. No contract or other transaction between this Professional Association and any other Professional Association shall be effected or invalidated by the fact that any one or more of the Directors of this Professional Association is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such Professional Association.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of 24, 1999.


Charlton L. Adler, DPM, P.A.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the Professional Association is **ADVANCED PODIATRY
ASSOCIATES, P.A.**
2. The name and address of the registered agent and office is:

Charlton L. Adler, DPM, P.A.
17395 North Bay Road
Suite #200A
North Miami Beach, FL 33160

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete performance
of my duties, and I am familiar with and accept the obligations of my position as
registered agent.*



Charlton L. Adler, DPM, P.A.

9/24/99
DATE

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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