

**ARTICLES OF INCORPORATION
OF
F & F HOLDINGS, INC.**

The undersigned incorporator, desiring to form a professional service corporation under the Kentucky Professional Service Corporations Act, KRS Chapters 274, (the "Act"), hereby state the following:

1. The name of the professional service corporation is F & F Holdings, Inc. (the "Corporation").

2. The name and address of the Corporation's registered agent are:

Robert Scott Freels
2281 Sunningdale Dr.
Lexington, Kentucky 40509

3. The address of the Corporation's initial principal office of the professional service corporation is:

2281 Sunningdale Dr.
Lexington, Kentucky 40509

4. The Corporation is formed for the purpose of engaging in the practice of podiatric medicine and related disciplines within the Commonwealth of Kentucky, and to carry on or undertake any business, activities, or transactions in the Commonwealth of Kentucky or any foreign state or country, which this professional service corporation may lawfully carry on or undertake under the laws of the Commonwealth of Kentucky and under or any foreign state or country.

5. The Corporation shall be authorized to issue one hundred (1,000) shares of common capital stock without par value, and having voting power to the extent of one vote per share of stock.

6. The name and address of original shareholder of the Corporation are:


Robert Scott Freels
2281 Sunningdale Dr.
Lexington, Kentucky 40509

7. The name and address of incorporator of the Corporation is:

Robert Scott Freels
2281 Sunningdale Dr.
Lexington, Kentucky 40509

7. The Incorporator certifies that each of the incorporators, shareholders, not less than one-half of the directors, and each of the officers (other than the secretary and treasurer) are qualified persons, as defined by KRS Chapter 274.

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Incorporation on this the 22 day of October, 2011.



ROBERT SCOTT FREELS, INCORPORATOR


CONSENT OF REGISTERED AGENT

The undersigned, having been named in these Articles of Incorporation as the registered agent of the professional service corporation, hereby consents to serve in that capacity.



ROBERT SCOTT FREELS

The foregoing instrument was prepared by:



Robert Scott Freels
2281 Sunningdale Dr.
Lexington, Kentucky 40509