

B020000000199

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Please send all correspondence to main office address.

May 31, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Otto Bock HealthCare U.S. Inc, and Otto Bock HealthCare LP

Dear Sir or Madam:

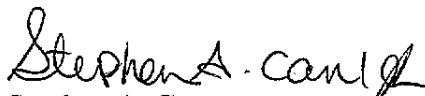
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-06/04/02--01015--001
****157.50 *****87.50

Enclosed for filing please find the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida, along with a Certificate of Good Standing;
2. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, along with a Certificate of Good Standing;
3. Affidavit of Capital Contributions for a Foreign Limited Partnership;
4. Our filing fee in the amount of \$157.50.

If you have any questions please contact the undersigned directly.

Sincerely,


Stephen A. Carr

SAC/jh

Encl.

FILED
2002 JUN -4 PM 12:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN - 7 2002

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Otto Bock HealthCare LP
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. Minnesota 4. 3/11/2002
(State of Formation) (Date of Formation)

5. Eric Fregger
(Name of Registered Agent for Service of Process)

6. 8040 Island Drive
(Street Address of Registered Office)

Port Richey, Florida 34668
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Eric Fregger
(Agent must sign on this line)

8. Two Carlson Parkway Suite 100

Plymouth, MN 55447
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>#F02000002868</u>	
<u>Otto Bock HealthCare U.S., Inc.</u>	<u>Two Carlson Parkway</u>
	<u>Plymouth, MN 55447</u>

10. Two Carlson Parkway Suite 100 Plymouth, MN 55447
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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2002 JUN -4 PM 12:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12. Two Carlson Parkway Suite 100 Plymouth, MN 55447

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 31st day of May, 2002.

Otto Bock HealthCare U.S., Inc.

Elbert P. Harman
Its President General Partner

STATE OF Minnesota

COUNTY OF Hennepin

On this 31st day of May, 2002

Elbert P. Harman, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Juliann Hanson
(Notary Public Signature)

Juliann Hanson
(Notary's Printed Name)



Commission Expires: 1-31-2005

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2002 JUN -4 PM 12:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Elbert P. Harman for Otto Bock HealthCare, U.S., Inc.
a general partner of Otto Bock HealthCare LP, a (an) _____
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 7500.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 7500.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 31st day of May, 2002.

Otto Bock HealthCare U.S., Inc.

Elbert P. Harman
Its President General Partner

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF Minnesota

COUNTY OF Hennepin

On this 31st day of may, 2002,

Elbert P. Harman, personally appeared before me,

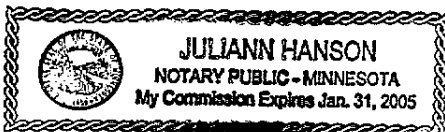
who is personally known to me

whose identity I proved on the basis of _____

Juliann Hanson
(Notary Public Signature)

Juliann Hanson
(Notary's Printed Name)

Seal My Commission Expires: 1-31-2005



State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

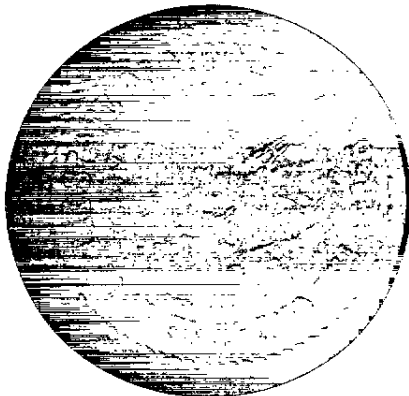
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The limited partnership listed below is a limited partnership formed under the laws of Minnesota; that the limited partnership was formed pursuant to Minnesota Statutes 322A by the filing of a Certificate of Limited Partnership with the Office of the Secretary of State on the date listed below; and that this limited partnership is authorized to do business as a limited partnership at the time this certificate is issued.

Name: Otto Bock HealthCare LP

Date Formed: 03/11/2002

This certificate has been issued on 05/21/02.

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2002 JUN-4 PM 12:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Mary Kiffmeyer
Secretary of State.