

PO6000015978

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(City/State/Zip/Phone #)

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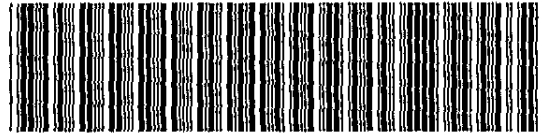
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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Holland & Knight LLP
Requester's Name
315 So. Calhoun Street
Address
425-5686
City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Atlas Spine, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

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☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☒ Other Conversion

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
A FLORIDA LIMITED LIABILITY COMPANY
INTO A FLORIDA PROFIT CORPORATION
PURSUANT TO SECTION
607.1115 OF THE FLORIDA STATUTES**

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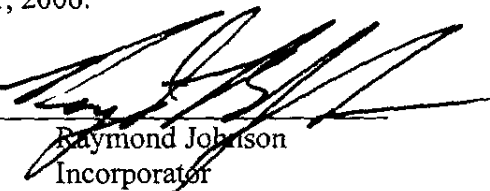
This Certificate of Conversion and attached Articles of Incorporation are submitted to convert Atlas Spine, LLC, a Florida limited liability company, into Atlas Spine, Inc., a Florida corporation in accordance with Section 607.1115, Florida Statutes.

L01000009269

1. Atlas Spine, LLC is a limited liability company first organized under the laws of Florida on June 11, 2001.
2. The name of the Florida limited liability company immediately prior to the filing of this Certificate of Conversion is Atlas Spine, LLC .
3. The name of the corporation set forth in the attached Articles of Incorporation is Atlas Spine, Inc.
4. The conversion shall be effective on the date of filing of this Certificate of Conversion and the attached Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator of Atlas Spine, Inc. has executed this Certificate of Conversion as of January 31, 2006.

By


Raymond Johnson
Incorporator

**ARTICLES OF INCORPORATION
OF
ATLAS SPINE, INC.**

ARTICLE I – NAME

The name of the corporation is Atlas Spine, Inc. (hereinafter called the "Corporation").

ARTICLE II – PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 50,000,000 shares of Common Stock.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the Corporation's principal office and the Corporation's mailing address is 1555 Jupiter Park Drive, #4, Jupiter, Florida 33458.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1555 Jupiter Park Drive, #4, Jupiter, Florida 33458; and the name of the registered agent of the Corporation at that address is Raymond Johnson.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This Corporation shall initially have four directors. The names and addresses of the initial directors of the Corporation are:

Matthew G. Baynham
1555 Jupiter Park Drive, #4
Jupiter, Florida 33458

G. Clay Baynham, MD
1555 Jupiter Park Drive, #4
Jupiter, Florida 33458

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Bret O'Neil Baynham, MD
1555 Jupiter Park Drive, #4
Jupiter, Florida 33458

David R. Campbell, MD
1555 Jupiter Park Drive, #4
Jupiter, Florida 33458

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Raymond Johnson
1555 Jupiter Park Drive, #4
Jupiter, Florida 33458

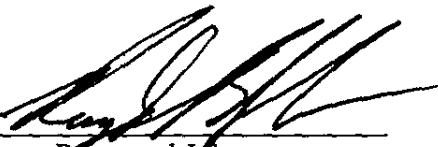
ARTICLE VIII – CONTROL-SHARE ACQUISITIONS

The Corporation elects not to be governed by Florida Statutes Section 607.0902, as amended from time to time, relating to control-share acquisitions, and Florida Statutes Section 607.0902 shall not apply to control-share acquisitions of shares of capital stock of the Corporation.

ARTICLE IX – AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Florida Statutes Section 607.0901, as amended from time to time, concerning affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of January 31, 2006.

By 
Raymond Johnson
Incorporator

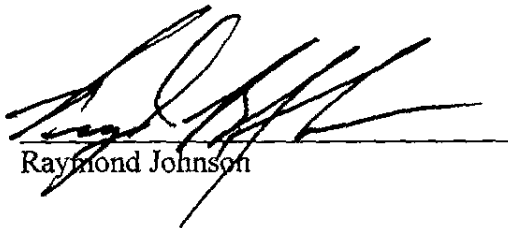
**CERTIFICATE OF DESIGNATION OF ADDRESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Atlas Spine, Inc., desiring to incorporate under the laws of the State of Florida, has named Raymond Johnson as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at 1555 Jupiter Park Drive, #4, Jupiter, Florida 33458, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 31st day of January, 2006.


Raymond Johnson