

P95000019149

Steven Fine, P.A.
Spectrum Office Building
4901 NW 17th Way
Suite 406
 Ft. Lauderdale, Fla. 33309
(305) 484-2080

OFFICE USE ONLY

950000045698
-03/07/95--01055--003
****129.00 ****129.00

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

1. L.M.N. Orthotics, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 MAR -6 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/09/95
Per Mr. Fine; delete
"P.A." in Art. VII. BOB

P95-19149

Dmc 3/8/95

Examiner's Initials

FILED

95 MAR -6 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
L.M.N. ORTHOTICS, INC.

Article I - Name

The name of this incorporation is
L.M.N. ORTHOTICS, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of
transacting any or all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000)
shares of One Dollar (\$1.00) par value common stock.

Article V

Preferences, Limitations and

Relative Rights of Shares of Capital Stock

Section 1. Dividends.

The holders of record of the Shares shall be entitled to
cash dividends when and as declared by the Board of Directors at the
rate per share per annum and at the time and in the manner determined
by the Board of Directors in the resolution authorizing it. Such cash
dividends on Shares shall be cumulative so that if for any dividend
period cash dividends at the specified percentage rate per share per
annum shall not have been declared and paid or set apart for payment on
the Shares outstanding, the deficiency shall be declared and paid or
set apart for payment prior to the making of any dividend or other
distribution on the common shares. Cash dividends on Shares shall
accrue from the date of issue. Upon the payment or setting apart for
payment of all dividends, current and accumulated, at the specified

percentage rate per share per annum upon the outstanding Shares, the directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding Shares shall be entitled to be paid prorata for each of such Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of Shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII

Initial Registered Office and Agent

The mailing street address of the initial office of this corporation is 2101 NW 33rd St., Pompano Beach, Fla. 33069 and the name of the initial registered agent of this corporation at that address is: Steven Fine, P.A., 4901 NW 17th Way, Suite 406, Ft. Lauderdale, Fla. 33309.

Article VIII

Initial Board of Directors

This corporation shall have 2 Directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name and address of the initial directors are:

Jose Garcia, 828 Euclid Ave., Miami Beach, Fl. 33139
Lenore Glickman, 4699 Lucerne Lakes Blvd., Lake Worth, Fl. 33467

Article IX

Incorporator

The name and address of the person signing these articles is:

Steven Fine, P.A.
4901 NW 17th Way
Suite 406
Ft. Lauderdale, Fla. 33309

Article X

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

Article XI

Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Jose Garcia, Pres. Sec.	250 sh
Lenore Glickman	250 sh

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time

within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Article XII

Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his voices by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distribution such votes on the same principle among any number of such candidates.

Article XIII

Calling of Special Meetings

Special meetings of shareholders may be called by majority of stockholders.

Article XIV

Shareholder Quorum and Voting

51% of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XV

Right of Shareholders to Dissent

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

Article XVI

Shareholders Meeting Required

Any action of the shareholders of this corporation

must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

Article XVII

Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall have the power to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Article XIX

No Removal of Directors

Fifty per cent (50%) of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of Fifty per cent (50%) of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of Fifty per cent (50%) of the directors present and voting, shall be the act of the Board of Directors.

Article XX

Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

Article XXI

Dividends

Dividends may be paid to shareholders only out

of the unreserved and unrestricted earned surplus of the corporation.

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

Article XXII

Indemnification

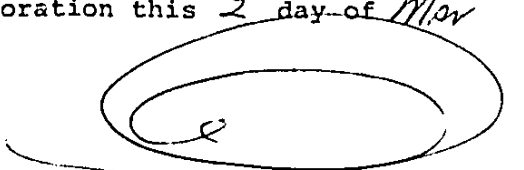
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XXIII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 2 day of Mar 1995.

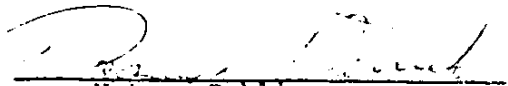


STEVEN FINE, Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared STEVEN FINE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 5 day of March, 1995.


Notary Public

My Commission Expires:
2/17/95

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT L.M.N. ORTHOTICS, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI BEACH
(CITY)

STATE OF FLORIDA, HAS NAMED STEVEN FINE
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 4901 NW 17th Way, Suite 406, Ft. Lauderdale, Fla. 33309
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF _____, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)

TITLE Pres. Sec.

DATE 3/2/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE [Signature]
(RESIDENT AGENT)

DATE 3/3/95

FILED
MAR - 5 1995
CLERK OF DISTRICT COURT
MIAMI BEACH, FLORIDA

P95000019149

Steven Fine, P.A.

Spectrum Office Building

4901 NW 17th Way

Suite 206

 Ft. Lauderdale, Fla. 33309

OFFICE USE ONLY

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- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 95 MAR 23 AM 11:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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Amendment
3-27-95
JL

Examiner's Initials

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF L.M.N. ORTHOTICS, INC.

Pursuant to the provisions of Sec 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation

FIRST: The principal office of the corporation is changed to:

660 Linton Blvd., 200 D, Delray Beach, Fla. 33444

SECOND: The date of each amendment adoption is March 14, 1995.

THIRD: This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. The votes cast was 10,000 shares.

Signed this 14 day of March, 1995.

L.M.N. ORTHOTICS, INC.

By:  , Pres.

USE GARCIA

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55 MAR 23 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000019149

_____ *Jose Guillin* _____
 _____ *921 MERIDIAN AVE #7* _____
 _____ *MIAMI BEACH, FL. 33139* _____
(City, State, ZIP) (Phone #)

OFFICE USE ONLY

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 95 NOV -6 AM 10:52
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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OTHER FILINGS	
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VS NOV 8 1995

Examiner's Initials	
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Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

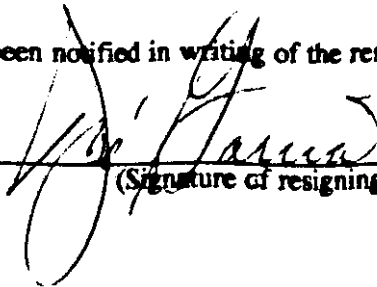
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95 NOV -6 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, JOSE GARCIA, hereby resign as OFFICER
(Title)

of L. M. N. ORTHOTICS, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA.

That the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32310