

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171

800-342-8086



**P9500072364**

ACCOUNT NO. : 072100000032

REFERENCE : 686472 163064A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : September 19, 1995

ORDER TIME : 11:30 AM

ORDER NO. : 686472

CUSTOMER NO: 163064A

CUSTOMER: John S. Bohatch, Esq  
RICHMAN, GUTTENMACHER, ET AL

Biscayne Bldg., 14th Floor  
19 West Flagler Street  
Miami, FL 33130

9000001580870  
-09/19/95--01036-003  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: KEY WEST ORTHOPAEDICS, P.A.

XXX ARTICLES OF INCORPORATION  
..... CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
..... PLAIN STAMPED COPY  
..... CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 SEP 19 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN SEP 19 1995

ARTICLES OF INCORPORATION  
OF  
KEY WEST ORTHOPAEDICS, P.A.

FILED  
95 SEP 19 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate himself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I

The name of the corporation is: KEY WEST ORTHOPAEDICS, P.A.

The principal place of business is 13357 Overseas Highway, Marathon, Florida 33050.

ARTICLE II

The general nature of the business to be conducted and carried on by this corporation is:

(a) To engage in the practice of Orthopaedic Surgery and Medicine.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative

association, state fair, or exposition.

(c) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(d) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(e) Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the by-laws of the corporation may designate.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or dependency thereof.

(g) Stock

- (1) The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares; but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.
- (2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro rata basis to the treasury

shares and upon the disposition or cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or cancelled.

(3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

- (a) Eliminating fractional shares.
- (b) Collecting or compromising indebtedness to the corporation.
- (c) Paying dissenting shareholders entitled to payment for their shares under the provisions of the General Corporation Act.
- (d) Effecting, subject to the other provisions of the Florida Business Corporation Act, the retirement of its redeemable shares by redemption or by purchase at not to exceed the redemption price.

(4) No purchase of or payment for its own shares shall be made by the corporation when the corporation is insolvent or when such payment would make it insolvent.

(h) The corporation may keep the books of the company outside the state of Florida, except as may otherwise be provided by law.

(i) The corporation may make by-laws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Articles of Incorporation.

(j) The corporation shall have full power and lawful authority to issue, execute, assign, and endorse notes, mortgages,

bonds, and all other negotiable papers; to hold, buy, and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements, or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(k) The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make any limitations on the sale, assignment, transfer, pledge, hypothecation, or other disposition of the stock of the corporation, as to which the stockholders of the corporation deem necessary and/or proper, for the best interests of the corporation.

(1) The objects and purposes specified in the foregoing clauses shall, except where otherwise specified, be in no wise limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation; but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

### ARTICLE III

(a) The shareholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which said agreement shall be binding upon all persons.

(b) The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares common,

at ONE (\$1.00) DOLLAR par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

(c) All of the aforementioned stock is to be issued as fully paid for and non-assessable.

(d) There shall be preemptive rights to acquire unissued shares of the corporation, or securities of the corporation convertible into or carrying a right to or acquiring shares. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

#### ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

#### ARTICLE V

The existence of this corporation is perpetual.

#### ARTICLE VI

The name and street address of the initial registered agent and registered office of this corporation is: JOHN S. BOHATCH, ESQ., Richman, Guttenmacher, Bohatch & Fuerst, P.A., 19 West Flagler Street, 14th Floor, Miami, Florida 33130. However, this corporation may, from time to time, move the principal office to any other address in

Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

#### ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be fewer than one.

#### ARTICLE VIII

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

- (1) To make, alter, amend, or repeal the by-laws of the corporation.
- (2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, without limit as to the amount.
- (3) To set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was created.
- (4) To fix the amount to be reserved as working capital over and above its capital stock paid in.
- (5) When, and as authorized by the affirmative vote of the holders of all of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose or when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchise, upon such

terms and conditions and for such consideration which may be in whole, or in part, shares of stock in and/or other securities of any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the corporation.

- (6) To confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

#### ARTICLE IX

No contract or other transaction between the corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is interested in, or is a member, stockholder, director or officer of such other firm or corporation; and any director or officer, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person, firm, association, or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation, is a party to, or interested in, such contract, act, or transaction, or in any way connected with such person, firm, association, or corporation; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may in any wise be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the



existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE X

The names and street address of the first Board of Directors are:

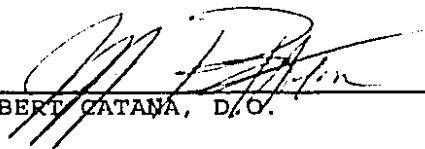
<u>NAME</u>	<u>ADDRESS</u>
ROBERT CATANA, D.O.	13357 Overseas Highway Marathon, Florida 33050

ARTICLE XI

The names and street addresses of each subscriber and incorporator of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT CATANA, D.O.	13357 Overseas Highway Marathon, Florida 33050

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 18 day of September, 1995.

  
\_\_\_\_\_  
ROBERT CATANA, D.O.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JOHN S. BOHATCH, ESC.  
Registered Agent

P95000072364

**RICHMAN GUTTENMACHER BOHATCH & FUERST, P.A.**

**ATTORNEYS AT LAW  
FOURTEENTH FLOOR  
BISCAYNE BUILDING  
10 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4410  
TELEPHONE (305) 371-1522  
TELEFAX (305) 371-7513**

JOHN S. BOHATCH  
MITCHELL S. FUERST  
EDWARD P. GUTTENMACHER  
JEROME S. RICHMAN  
  
MARK E. GOODMAN  
SCOTT G. RICHMAN

**KEY WEST OFFICE  
SECOND FLOOR  
808 WHITEHEAD STREET  
KEY WEST, FLORIDA 33040  
TELEPHONE (305) 284-1891  
TELEFAX (305) 288-4018**

REPLY TO  
  
Name

September 27, 1995

Via Federal Express: Airbill No. 6572075871

100001557001  
-09/28/95--11067--012  
+++++87.50 +++++87.50

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
95 SEP 28 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: KEY WEST ORTHOPAEDICS, P.A.

Dear Sir/Madam:

Enclosed herewith is an original and one of the Certificate Of Amendment for KEY WEST ORTHOPAEDICS, P.A. Also enclosed is our firm's check in the amount of \$87.50, which includes the fee for obtaining a certified copy of the Certificate Of Amendment.

Please mail the certified copy of same to this firm in care of the undersigned.

Thank you for your attention to this matter.

Sincerely,

RICHMAN, GUTTENMACHER,  
BOHATCH & FUERST, P.A.

*John S. Bohatch*  
JOHN S. BOHATCH

JSB:mg  
Enclosure

AMEND  
DGS  
10-7-95

**CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION  
KEY WEST ORTHOPAEDICS, P.A.**

FILED  
95 SEP 28 11:13:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, ROBERT CATANA, D.O., certify that I am the President, Director and sole shareholder of KEY WEST ORTHOPAEDICS, P.A., a Florida Corporation.

1. At a meeting of the shareholders, after notice to the Directors and shareholders, duly held in Miami, Florida, on September 19, 1995, the following Resolution, pursuant to Florida Statutes Section 607.181, was adopted:

RESOLVED: that Article I of the Articles of Incorporation of this Corporation be amended, effective September 19, 1995, to read as follows:

The address of the Corporation shall be : 3428 N. ROOSEVELT BLVD., KEY WEST, FLORIDA 33040.

FURTHER RESOLVED: that Article X of the Articles of Incorporation of this Corporation be amended, effective September 19, 1995, to read as follows:

The names and street address of the first Board of Directors are:


ROBERT CATANA, D.O.                      3428 N. ROOSEVELT BLVD.,  
KEY WEST, FLORIDA 33040.

FURTHER RESOLVED: that Article XI of the Articles of Incorporation of this Corporation be amended, effective September 19, 1995, to read as follows:

The name and street address of the subscriber and incorporator of these Articles of Incorporation are:


ROBERT CATANA, D.O.                      3428 N. ROOSEVELT BLVD.,  
KEY WEST, FLORIDA 33040.

2. All outstanding shares have voted affirmatively for the adoption of said Resolution.

  
\_\_\_\_\_  
ROBERT CATANA, D.O.  
President/Director/Shareholder

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The undersigned declare under penalties of perjury that the matters set forth in the foregoing Certificate are true and correct, and that he, as the only Director and the only shareholder, representing all of the outstanding shares of stock of the Company, consent to that Resolution contained herein.

  
\_\_\_\_\_  
ROBERT CATANA, D.O.  
President/Director/Shareholder