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DAVID L. FALK  
166 AMHERST LANE  
LAKE WORTH, FLORIDA  
(561) 641-2110

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

22,  
September 4, 1997

Ms. Sandra B. Mortham  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-09/25/97--01064--016  
\*\*\*\*122.00 \*\*\*\*122.00

Re: Articles of Incorporation

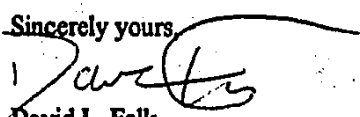
Dear Ms. Mortham:

Please find enclosed two (2) original sets of Articles of Incorporation for FALK PROSTHETICS & ORTHOTICS, INC.

Also enclosed is our check in the amount of one hundred twenty-two dollars (\$ 122.00) to cover the required filing fee and the cost of receiving back a certified copy of the Articles of Incorporation.

Please respond to 166 Amherst Lane, Lake Worth, Florida 33467.

Thank you very much for your assistance.

Sincerely yours  
  
David L. Falk

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
**FALK PROSTHETICS & ORTHOTICS, INC.**

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We, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together, as a corporation for profit under the laws of the State of Florida and do hereby subscribe, acknowledge and file in the Office of the Secretary of State of The State of Florida, the following ARTICLES of INCORPORATION, to wit:

**ARTICLE I**

The corporate name shall be **FALK PROSTHETICS & ORTHOTICS, INC.**

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

1. The number of shares of authorized capital stock in this corporation shall be one thousand (1,000) shares of common stock with a nominal or par value of ten cents (\$0.10).
2. The capital stock may be paid for in property, labor, services, or cash at a just valuation to be fixed by the stockholders. All such stock shall be fully paid and non-assessable.

**ARTICLE IV**

The amount of capital with which this Corporation will begin business shall be not less than one thousand dollars (\$ 1,000.00).

**ARTICLE V**

The term for which this Corporation shall exist shall be perpetual.

**ARTICLE VI**

The principal office of the Corporation shall be at 166 Amherst Lane, Lake Worth, Florida 33467.

This Corporation may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

**ARTICLE VII**

There shall be no Board of Directors and the stockholders shall operate this Corporation directly.

**ARTICLE VIII**

The names and street addresses and the number of shares subscribed to by the initial subscribers hereto, who are to conduct the business of the Corporation until those elected at the organizational meeting are:

NAME	ADDRESS	NO. OF SHARES
DAVID L. FALK	166 AMHERST LANE LAKE WORTH, FLORIDA 33467	1,000

**ARTICLE IX**

The initial registered office shall be at 166 Amherst Lane, Lake Worth, Florida 33467, and the initial registered agent at the same address shall be David L. Falk.

**ARTICLE X**

1. When the stockholders so determine, any increase of the common stock shall be first offered pro-rata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.
2. Every amendment shall be approved by the stockholders at a stockholders meeting by fifty-one percent (51%) of the stock entitled to vote thereon.
3. Any meeting of the stockholders may be held within or without the State of Florida.
4. Officers of the Corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholders have hereunto set their hands and seals, and caused the ARTICLES of INCORPORATION to be executed on this 22<sup>nd</sup> day of September 1997.

For:  
FALK PROSTHETICS & ORTHOTICS, INC.

  
\_\_\_\_\_  
DAVID L. FALK

STATE OF NEW YORK

COUNTY OF Nassau

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BEFORE ME, the undersigned authority, this day personally appeared ~~DAVID HASSEK, FLORIDA~~ <sup>DAVID HASSEK, FLORIDA</sup> to me well known and known to me to be the person as further identified by his New York drivers license number 274877967, who executed the foregoing ARTICLES of INCORPORATION, and he has acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at 217 Broadway New York, New York, on this 22 day of September 1997.

NOTARY PUBLIC

My commission expires:

KENNETH FALK  
Notary Public, State of New York  
No. 02PA4788968  
Qualified in Nassau County  
Commission Expires 09/25/98

Having been named to accept service of process for the above stated Corporation, at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions of the law relative to keeping said office open.

  
DAVID L. FALK