

PC970000883/2
FILED

October 7, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

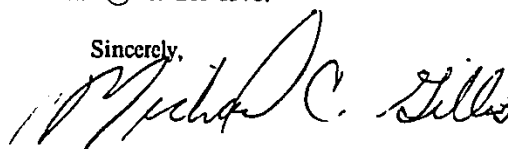
RE: Articles of Incorporation for GaitWay Prosthetics & Orthotics, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed for GaitWay Prosthetics & Orthotics, Inc. I am enclosing a check in the amount of \$78.75 to cover the cost of filing and the certificate.

If you should have any further questions please give me a call @ 813-265-8376.

Sincerely,



Michael C. Gillis

P. Hall

OCT 13 1997

ARTICLES OF INCORPORATION

OF

GAITWAY PROSTHETICS & ORTHOTICS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purposes of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I.

Name and Address

The name of the Corporation shall be GaitWay Prosthetics & Orthotics, Inc., and its mailing address is 7339 Gall Blvd., Suite 204, Zephyrhills, Florida, 33541.

ARTICLE II.

Purpose and Powers

Section I. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section II. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III.

Terms of Existence

The Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE IV.

Capital Stock

The authorized capital stock of the Corporation shall be One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V.

Board of Directors

Section I. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section II. The initial Board of Directors of the Corporation shall consist of one Director whose name and address is:

Michael C. Gillis
15026 Southfork Dr.
Tampa, FL 33624

Section III. The number of Directors shall be as provided in the Bylaws of the Corporation, but not less than one (1).

Section IV. Directors shall be elected and hold office as provided in the bylaws.

ARTICLE VI.
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE VII.
Bylaws

Section I. The Board of Directors shall adopt Bylaws for the Corporation pursuant to the provisions of sections 607.0205 and 607.0206 of the Florida Statutes following the filing of these Articles of Incorporation.

Section II. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section III. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VIII.
Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX.
Quorum Requirements for Shareholders Meeting

A quorum of shareholders shall consist of 60% of the shares entitled to vote at a meeting of shareholders.

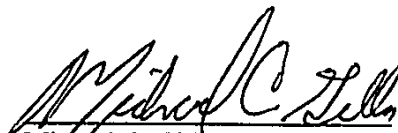
ARTICLE X.
Registered Office and Agent

The street address of the initial registered office of this corporation is 220 E. Madison Street, Suite 1030, Tampa, FL 33602 and initial registered agent at that address is Dylan M. Snyder. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE XI.
Incorporator

The incorporator is Michael C. Gillis whose address is 15026 Southfork Dr., Tampa, Florida, 33624.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 8th day of October, 1997.


Michael C. Gillis

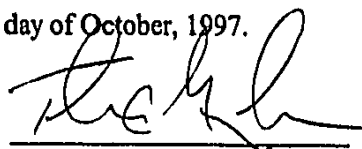
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Michael C. Gillis to me well known or who produced driver's license # G410-573-70 ^{026-C}, and known to me to be the person who executed the foregoing instrument, who, being duly sworn, acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of October, 1997.



THOMAS C GRAJEK
My Commission CC406288
Expires Sep. 06, 1998
Bonded by HAI
800-422-1555


Notary Public
State of Florida
My Commission Expires:

CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

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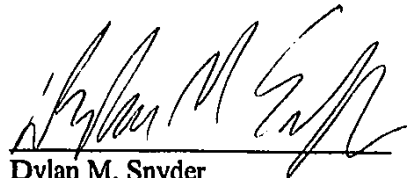
FOR GAITWAY PROSTHETICS & ORTHOTICS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is GaitWay Prosthetics & Orthotics, Inc.
2. The name and street address of the registered agent and office is Dylan M. Snyder, 220 E. Madison Street, Suite 1030, Tampa, Florida, 33602.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Dylan M. Snyder
Registered Agent