

P99000009747

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Specialty Orthotics &
Prosthetics, Inc.

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-02/01/99--01037--023
*****70.00 *****70.00

RECEIVED
99 FEB - 1 AM 10:30
DIVISION OF CORPORATION

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 FEB - 1 PM 1:29

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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R. Purinton FEB - 1 1999

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ARTICLES OF INCORPORATION

OF

SPECIALTY ORTHOTICS & PROSTHETICS, INC.

Pursuant to the Florida General Corporation Act, SPECIALTY ORTHOTICS & PROSTHETICS, INC., adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is SPECIALTY ORTHOTICS & PROSTHETICS, INC., ("Corporation").

**ARTICLE TWO
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent is as follows:

Jacinta M. Mathis, Esquire
The Center for Professional Legal Services
5405 Diplomat Circle, Suite 201
Orlando, Florida 32810

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is: 419 West Columbia Street, Orlando, Florida 32805.

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The name and address of the initial director of this Corporation is:

Ray Collier
419 West Columbia Street
Orlando, Florida 32805

**ARTICLE EIGHT
INCORPORATORS**

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

Jacinta M. Mathis, Esquire, The Center For Professional Legal Services
5404 Diplomat Circle, Suite 201
Orlando, Florida 32810

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE SIXTEEN
RESTRICTIONS ON TRANSFER OF STOCK**

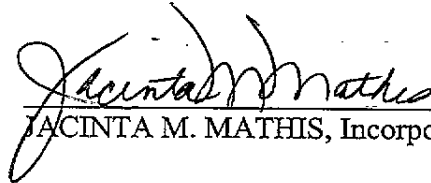
Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

Articles of Incorporation
Specialty Orthotics & Prosthetics, Inc.
January 21, 1999
Page 4 of 5

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 21 day of January, 1999.



JACINTA M. MATHIS, Incorporator

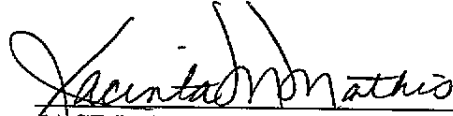
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Specialty Orthotics & Prosthetics, Inc, (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta M. Mathis, Esquire as its registered agent to accept service of process within the State of Florida with its registered office at 5405 Diplomat Circle, Suite 201, Orlando, Florida 32810.

ACKNOWLEDGMENT

Having been named Registered Agent for the corporation at the place designated in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21st day of January, 1999.



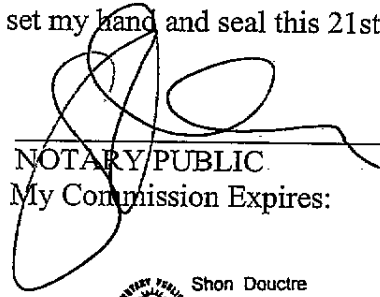
JACINTA M. MATHIS, ESQUIRE
Registered Agent

FILED
CLERK OF SUPERIOR
COURT OF FLORIDA
99 FEB - 1 PM 1:29


STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Ray Collier, who personally known to me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of January, 1999.



NOTARY PUBLIC
My Commission Expires:

 Shon Douctre
My Commission CC793407
Expires November 29, 2002