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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE JEWETT ORTHOPAEDIC CLINIC, P.A.

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**RESTATED ARTICLES OF INCORPORATION  
OF  
THE JEWETT ORTHOPAEDIC CLINIC, P.A.**

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Restated Articles of Incorporation, pursuant to which it is converting from a professional service corporation under Chapter 621 of the Florida Statutes to a general business corporation under Chapter 607 of the Florida Statutes:

**Article I - Name**

The name of the corporation is THE JEWETT ORTHOPAEDIC CLINIC, P.A. (hereinafter referred to as the "Corporation").

**Article II - Amendments to Articles of Incorporation**

The restated Articles of Incorporation of the Corporation contain amendments to the Articles of Incorporation requiring shareholder approval.

**Article III - Adoption and Text of the Restated Articles of Incorporation**

All of the directors of the Corporation approved a resolution approving the Restated Articles of Incorporation by written consent dated January 30, 2012, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved a resolution approving the Restated Articles of Incorporation by written consent dated January 30, 2012, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution approving the Restated Articles of Incorporation:

**RESOLVED**, that the Articles of Incorporation of the Corporation be restated in their entirety to read as follows:

**"ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be The Jewett Orthopaedic Clinic, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation shall be located at 1285 Orange Avenue, Winter Park, Florida 32789.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is two thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - REGISTERED OFFICE  
AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida shall be 1285 Orange Avenue, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is CHARLES M. MAY. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - BOARD OF DIRECTORS

- A. The number of directors of this Corporation shall be twenty-one (21).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the members of the Board of Directors who shall hold office for the next year or until their successors are elected or appointed and have qualified, are:

John W. McCutchen, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Gregory O. Munson, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

John A. Papa, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

John R. Chase, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Richard L. Shure, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Hugh B. Morris, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Joseph B. Billings, D.O.  
1285 Orange Avenue  
Winter Park, Florida 32789

Wadib S. Macksoud, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Mary Lynn Brown, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Jeffrey A. Deren, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Craig M. Mintzer, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Kenneth A. Krumins, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Richard M. Konsens, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Reginald L. Tall, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Brian K. Barnard, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Janet M. Robison, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Adam S. Fenichel, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Mark A. Beckner, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Michael V. Jablonski, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Steven C. Choung, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

Kurt A. Gasner, M.D.  
1285 Orange Avenue  
Winter Park, Florida 32789

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law."

Article IV - Effective Date of Restatement

The effective date of the Restated Articles of Incorporation of the Corporation set forth herein shall be January 31, 2012.

Dated this 30th day of January, 2012.

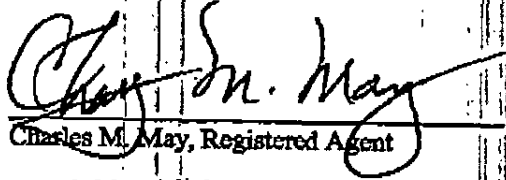


John W. McCutchen, M.D., President

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Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Charles M. May, Registered Agent

Dated this 30th day of January, 2012