

604506

Requestor's Name
Address
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Orthopedic Associates (Corporation Name) Amended & Restated Name Change (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #) 900002285679--4 09/05/97--01005--023 ***122.50 ****122.50
4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 3:30
☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy
☐ Certificate of State

FILED
97 SEP -5 PM 3:00
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9/5/97
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**CERTIFICATE OF AMENDMENT AND RESTATEMENT
FOR
SIDNEY C. COLE, M.D. & MELVIN D. YOUNG, M.D.,
ORTHOPEDIC ASSOCIATES, P.A.**

SIDNEY C. COLE, M.D. & MELVIN D. YOUNG, M.D., ORTHOPEDIC ASSOCIATES, P.A., a Florida professional service corporation (the "Corporation") under the hand of its Vice-President, Melvin D. Young, M.D., hereby certifies:

The Board of Directors of the Corporation adopted and approved by unanimous written consent in lieu of a formal meeting (pursuant to Sections 621.13 and 607.0821 of the Florida Statutes) and submitted to the shareholders, a resolution setting forth the proposed Amended and Restated Articles of Incorporation attached hereto as Exhibit A on September 1, 1997.

The shareholders of the Corporation adopted and approved by unanimous written consent in lieu of a formal meeting (pursuant to Sections 621.13 and 607.0704 of the Florida Statutes) the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" on September 1, 1997.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed in its name by its Vice-President on this 1st day of September, 1997.

**SIDNEY C. COLE, M.D. &
MELVIN D. YOUNG, M.D., ORTHOPEDIC
ASSOCIATES, P.A.**

Melvin D. Young M.D.

By: Melvin D. Young, M.D., Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of September, 1997, by Melvin D. Young, M.D. Such person did not take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}

Joanne Neustrand
Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

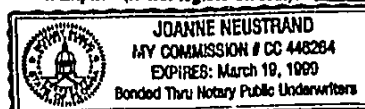


EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SIDNEY C. COLE, M.D. & MELVIN D. YOUNG, M.D.,
ORTHOPEDIC ASSOCIATES, P.A.**

(a Florida professional service corporation)

Pursuant to Section 607.1007 and 621.13 of the Florida Statutes, **SIDNEY C. COLE, M.D. & MELVIN D. YOUNG, M.D., ORTHOPEDIC ASSOCIATES, P.A.**, a Florida professional service corporation, hereby adopt the following Amended and Restated Articles of Incorporation:

**ARTICLES OF INCORPORATION
OF
BOCA RATON ORTHOPAEDIC ASSOCIATES, INC.**

BOCA RATON ORTHOPAEDIC ASSOCIATES, INC., under Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **BOCA RATON ORTHOPAEDIC ASSOCIATES, INC.** (the "Corporation").

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 825 Meadows Road, Boca Raton, Florida 33486. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III

Mailing Address

The mailing address of the Corporation is 825 Meadows Road, Boca Raton, Florida 33486

ARTICLE IV

Shares

The Corporation shall have authority to issue fifty thousand five hundred (50,500) shares of Common Stock, One Dollar (\$1.00) par value per share.

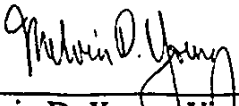
ARTICLE V

Registered Office and Agent

The address of the Registered Office of the Corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32202-3527, and the Registered Agent at such address is F&L Corp.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledged these Amended and Restated Articles of Incorporation on this 1st day of September, 1997.

**SIDNEY C. COLE, M.D. &
MELVIN D. YOUNG, M.D.,
ORTHOPEDIC ASSOCIATES, P.A.**



Melvin D. Young, Vice-President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of September, 1997,
by Melvin D. Young, M.D. Such person did not take an oath and: *(notary must check
applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

{Notary Seal must be affixed}

Joanne Neustrand
Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____



97 SEP -5 PM 3:00
FILED
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT

hereby
states
0505
of law

Of law

F & L CORP.

Consent of Sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Edmund T. Baxa, Jr.
John R. Dawson
Michael W. Grebe
Charles V. Hedrick
William D. King
David M. Rieth
John A. Sanders
William P. Sklar
Martin A. Traber
Richard A. Weiss

Dated: August 1, 1995

FOLEY & LARDNER

By: 

Michael W. Grebe
Chairman and Chief Executive
Officer