

A0000000/136

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000038075 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 655-5677

FLORIDA LIMITED PARTNERSHIP

Orthaheel USA, L.P.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,846.25

FILED

00 JUL 20 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 JUL 20 AM 10:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL-20-2000 10:23

GUNSTER YOAKLEY

P.02/05



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

GUNSTER, YOAKLEY

SUBJECT: ORTHABELL USA, L.P.
REF: W00000018123

FILED
00 JUL 20 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H00000038075
Letter Number: 800A00039750

H00000038075 8

**CERTIFICATE OF LIMITED PARTNERSHIP OF
ORTHAHEEL USA, Ltd.
A Florida Limited Partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

Orthaheel USA, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

231 Royal Palm Way, Suite 100
Palm Beach, Florida 33480

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership are as follows:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

4. Name and Business Address of General Partners. The name and business address of the general partners are as follows:

Floyd Orthotics, LLC
231 Royal Palm Way, Suite 100
Palm Beach, Florida 33480

USOrtho G.P. Inc.
c/o Hodgson Russ Andrews Woods & Goodyear LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431

5. Mailing Address. The mailing address of the Partnership is as follows:

231 Royal Palm Way, Suite 100
Palm Beach, Florida 33480

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2005, unless extended by the General Partners.

Under penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3rd day of July, 2000

FLOYD ORTHOTICS, LLC,
a General Partner

By:


Raymond L. Floyd, Member

USORTHO G.P. INC.,
a General Partner

By:


Phillip J. Vasyli

H00000038075 8

00 JUL 20 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H00000038075 8

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, general partners of Orthaheel USA, Ltd, certify:

1. The amount of capital contributions to date of the limited partner(s) is \$99,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partner(s) at this time total \$1,000,000.

Signed this 3rd day of July, 2000

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


FLOYD ORTHOTICS, LLC,
a General Partner

By:


Raymond L. Floyd, Member

USORTHO G.P. INC.,
a General Partner

By:


Phillip J. Vassili

00 JUL 20 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H00000038075 8

JUL-20-2000 10:23

GUNSTER YOKLEY

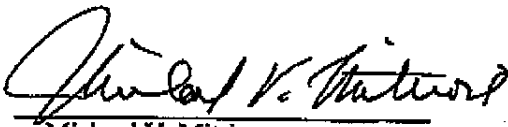
P.05/05

H00000038075 8

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process of Orthoheel USA, Ltd., at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

BY: 
Michael V. Mitrione
Vice President

Dated: July 3, 2000

FILED
00 JUL 20 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

509470.1

H00000038075 8

TOTAL P.05