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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ACOR ORTHOPAEDIC, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DAVID MARSHALL
(Name of Person)

ACOR ORTHOPAEDIC, INC.
(Firm/Company)

18530 SOUTH MILES ROAD
(Address)

WARRENSVILLE HEIGHTS OH 44128
(City/State and Zip code)

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For further information concerning this matter, please call:

DAVID MARSHALL at (216) 662-4500
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ASCAR ORTHOPAEDIC, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. OHIO 3. 34-0948627
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/11/73 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 18530 SOUTH MILES ROAD, WARRENSVILLE HTS, OH 44128
(Principal office address)

SAME
(Current mailing address)

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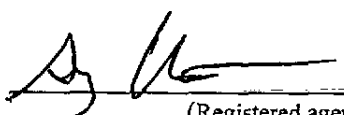
8. ORTHOPAEDIC SHOES WHOLESALE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: GREG ALAIMO

Office Address: 16207 VILLARREAL DE AVILA
TAMPA, Florida 33613
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: GREGORY A. ALAIMO

Address: 18530 SOUTH MILES ROAD

WARRENSVILLE HTS OH 44128

Director: JEFFREY ALAIMO

Address: 18530 SOUTH MILES ROAD

WARRENSVILLE HTS OH 44128

B. OFFICERS

President: GREGORY A. ALAIMO

Address: 18530 SOUTH MILES ROAD

WARRENSVILLE HTS, OH 44128

Vice President: _____

Address: _____

Secretary: JEFFREY ALAIMO

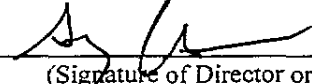
Address: 18530 SOUTH MILES RD, WARRENSVILLE HTS, OH 44128

Treasurer: JEFFREY ALAIMO

Address: 18530 SOUTH MILES RD, WARRENSVILLE HTS, OH 44128

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

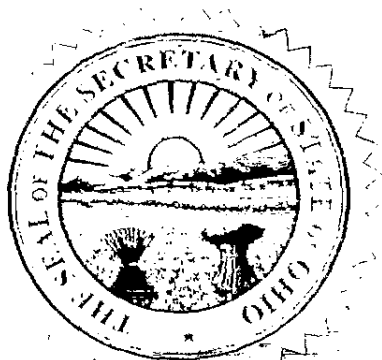
13. 
(Signature of Director or Officer listed in number 12 of the application)

14. _____
(Typed or printed name and capacity of person signing application)

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show ACOR ORTHOPAEDIC, INC., an Ohio Corporation, Charter No. 337595, having its principal location in Warrensville Hts., County of Cuyahoga, was incorporated on February 11, 1965, and is currently in GOOD STANDING upon the records of this office.

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Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 4th day of May, A.D. 2004.

J. Kenneth Blackwell
Ohio Secretary of State