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(City/State/Zip/Phone #)

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DIVISION OF STATE
CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VH



CT

a Wolters Kluwer business

CT

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel

850 222 7615 fax

www.ctlegalsolutions.com

April 2, 2009

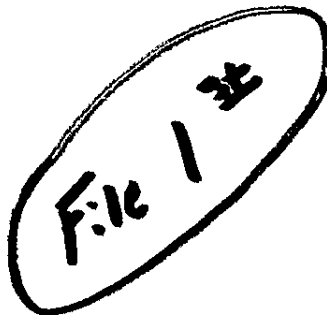
Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7522936 SO
Customer Reference 1: 302280-0151
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Hanger Orthopedic Group, Inc. (DE)
Qualification
Florida



Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

**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. Hanger Orthopedic Group, 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. Delaware 3. 84-0904275
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 3, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814
(Principal office address)
Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814
(Current mailing address)
8. The fabrication, distribution, wholesaling and retailing of orthotics or prosthetics products, devices and component parts
(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 NOT acceptable)
- Name: C T Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

By: 
(Registered agent's signature)

Judith B. Argao
Asst. Secretary & V. President

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.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Ivan R. Sabel

Address: Two Bethesda Metro Center, Suite 1200
Bethesda, Maryland 20814

Vice Chairman: _____

Address: _____

Director: Thomas F. Kirk

Address: Two Bethesda Metro Center, Suite 1200
Bethesda, Maryland 20814

Director: Thomas P. Cooper

Address: Two Bethesda Metro Center, Suite 1200
Bethesda, Maryland 20814

B. OFFICERS

President: Thomas F. Kirk

Address: Two Bethesda Metro Center, Suite 1200
Bethesda, Maryland 20814

Vice President: Richmond L. Taylor

Address: Two Bethesda Metro Center, Suite 1200
Bethesda, Maryland 20814

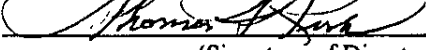
Secretary: George E. McHenry

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Treasurer: Kenneth Abod

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

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. Thomas F. Kirk, President
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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

A. DIRECTORS

Director: Issac Kaufman

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Director: Cynthia L. Feldmann

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Director: Eric Green

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Director: H.E. Thranhardt

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Director: Bennett Rosenthal

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Director: Peter Neff

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

B. OFFICERS

Chairman: Ivan R. Sabel

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Executive Vice President: Ronald N. May

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Executive Vice President & Chief Financial Officer: George E. McHenry

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executive Vice President & Chief Growth Officer: Vinit Asar

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Vice President-Chief Information Officer: Marion Mullauer

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Vice President-Human Resources: Brian Wheeler

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Vice President-Finance: Thomas C. Hofmeister

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Vice President: Kenneth Abod

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Assistant Secretary: Kenneth Abod

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Assistant Secretary: Thomas C. Hofmeister

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Assistant Secretary: Ambrose Phillips

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Assistant Secretary: Nancy A. Voisin

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Assistant Secretary: Ernest J. Piro III

Address: Two Bethesda Metro Center, Suite 1200, Bethesda, Maryland 20814

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HANGER ORTHOPEDIC GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2153738 8300

090316363

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7217566

DATE: 03-30-09