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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: ORTHOCARE OF DELAWARE, INC.

AUDIT NUMBER.....H98000006336

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 4

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ATTORNEY: 424

CLIENT: 020367

MATTER: 54519

COMMENTS:

PLEASE NOTE THAT THIS FOREIGN QUALIFICATION WAS ORIGINALLY SUBMITTED TO YOUR OFFICE ON MARCH 9, 1998, UNDER FAX AUDIT NUMBER H98000004583, BUT WAS REJECTED DUE TO A NAME CONFLICT. ATTACHED IS THE CORRECTED DOCUMENT, ALONG WITH YOUR NOTIFICATION LETTER, A CERTIFICATE OF GOOD STANDING FROM DELAWARE, AND A DIRECTORS' CONSENT AUTHORIZING USE OF THE NAME ORTHOCARE, INC. TO TRANSACT BUSINESS IN FLORIDA AS ORTHOCARE OF DELAWARE, INC. PLEASE RESUBMIT THE DOCUMENTS AND RETURN THE CERTIFICATE OF AUTHORITY TO ME AS SOON AS POSSIBLE. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA  
Direct Dial: 407/418-6462

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 9, 1998

LOWNDES, DROSDICK, DOSTER, ET AL  
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SUBJECT: ORTHOCARE, INC.  
REF: W98000005221

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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) 487-6095.

Jennifer Sindt  
Document Examiner

FAX Aud. #: H98000004583  
Letter Number: 798A00012751

ACTION BY WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
ORTHO CARE, INC.  
WITHOUT A MEETING

The undersigned, being the sole Director of OrthoCare, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby takes the following written actions in lieu of holding a special meeting, pursuant to the provisions of Section 141(f), Delaware General Corporation Law:

WHEREAS, that the Corporation desires to qualify to do business in the State of Florida; and

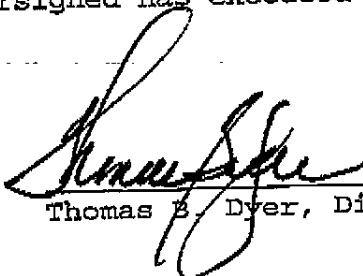
WHEREAS, the Corporation's name is unavailable for use in the State of Florida and the Corporation is required to do business under a fictitious name; then be it

RESOLVED, that the following corporate name is adopted by the Board of Directors to be used as the Corporation's name in the State of Florida:

OrthoCare of Delaware, Inc.

FURTHER RESOLVED, that the Corporation shall file with the Secretary of State of the State of Florida the necessary documents to qualify the Corporation in the State of Florida doing business using the above corporate name.

IN WITNESS WHEREOF, the undersigned has executed this Consent this 16<sup>th</sup> day of March, 1998.

  
Thomas B. Dyer, Director

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# 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. OrthoCare, Inc. doing business in Florida as OrthoCare of Delaware, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if no so contained in the name at present.)

2. Delaware  
(State or country under the law of which it is incorporated)

3. 59-3470240  
(FEI number, if applicable)

4. August 28, 1997  
(Date of Incorporation)

5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of this Application for Certificate of Authority  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5850 T.G. Lee Boulevard, #460

Orlando, Florida 32822  
(Current mailing address)

8. Any purposes permitted under the Florida Business Corporations Act  
(Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida)

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

Name: Richard J. Fildes, Esquire  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
Office Address: 215 North Eola Drive

Orlando, Florida; 32801  
(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.

Richard J. Fildes  
(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

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12. Names and addresses of officers and/or directors:  
(Street address **ONLY** - P. O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P. O. Box NOT acceptable)**

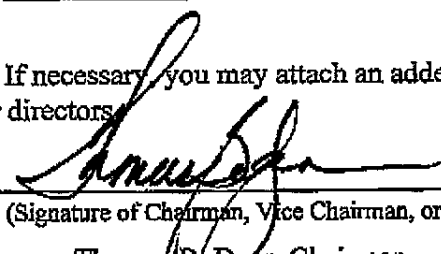
Chairman: Thomas B. Dyer  
 Address: 5850 T.G. Lee Boulevard, #460  
Orlando, Florida 32822  
 Vice Chairman: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Director: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Director: \_\_\_\_\_  
 Address: \_\_\_\_\_

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**B. OFFICERS (Street address only - P. O. Box NOT acceptable)**

Chairman: Thomas B. Dyer  
 Address: 5850 T.G. Lee Boulevard, #460, Orlando, Florida 32822  
 President: Kenneth J. McDonald  
 Address: 5850 T.G. Lee Boulevard, #460, Orlando, Florida 32822  
 Vice President: Philip G. Lynch  
 Address: 5850 T.G. Lee Boulevard, #460, Orlando, Florida 32822  
 Secretary: Kari D. Baker  
 Address: 5850 T.G. Lee Boulevard, #460, Orlando, Florida 32822  
 Treasurer: Thomas B. Dyer  
 Address: 5850 T.G. Lee Boulevard, #460, Orlando, Florida 32822

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

13.   
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas B. Dyer, Chairman  
 (Typed or printed name and capacity of person signing application.)

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*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORTHOCARE, 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 TWENTY-SECOND DAY OF JANUARY, A.D. 1998.

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

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

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