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KRAMER, GREEN

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

NUTEK ORTHOPAEDICS, L.L.C.

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KRAMER GREEN

P.02/06



August 24, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations
KRAMER GREEN ZUCKERMAN & KAHN, P.A.

SUBJECT: NUTER ORTHOPAEDICS, LLC
REF: W06000037408

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.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 245-6097.

Marsha Thomas
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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION
FOR
NUTЕК ORTHOPAEDICS, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is NUTЕК ORTHOPAEDICS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 301 SW 7th Street, Fort Lauderdale, FL 33301.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER UNITS

The Limited Liability Company is authorized to issue 1,000,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

ARTICLE V - VOTING RIGHTS

The Limited Liability Company shall issue two classes of member units, to-wit:

- (i) voting member units; and
- (ii) non-voting member units.

The two classes of member units, except for the voting rights, shall be identical in all respects, including, but not limited to, their rights, preferences and obligations. Each share of the voting member units of the Limited Liability Company shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the members.

ARTICLE VI - MANAGEMENT

Prepared by Mitchell F. Green, Bar No. 358789, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

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6.1 The Limited Liability Company has a board of managers and the day-to-day business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. Decisions involving matters, other than the day-to-day business and affairs of the Limited Liability Company, shall be made by an affirmative vote of a majority of the voting member units.

6.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

Zoya Hajianpour
301 S.W. 7th Street
Fort Lauderdale, FL 33301

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon a vote of members owning a majority of the issued and outstanding voting member units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning a majority of the issued and outstanding voting member units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the vote of members owning a majority of the issued and outstanding voting member units of the Limited Liability Company.

ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the vote of members owning a majority of the issued and outstanding voting member units of the Limited Liability Company.

ARTICLE IX - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the

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Limited Liability Company.

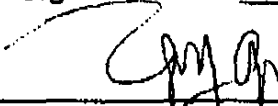
ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

A majority of the members owning voting member units may consent to an amendment to the Articles of Organization.

ARTICLE XI - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 20 day of August, 2006.



ZOYA HAJIANPOUR, Manager and
authorized representative of the members
of the Limited Liability Company

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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

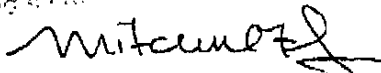
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is NUTEK ORTHOPAEDICS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green
4000 Hollywood Boulevard
Suite 485-South
Hollywood, FL 33021

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MITCHELL F. GREEN, Registered Agent

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