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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
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N 01000005310

July 23, 2001

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
01 JUL 25 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of Florida Orthopaedic Political Action
Committee, Inc.

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-07/25/01--01093--002
*****78.75 *****78.75

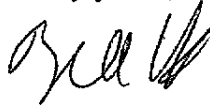
Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Florida Orthopaedic Political Action Committee, Inc., together with a check for \$78.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before August 3, 2001.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

EFFECTIVE DATE
07-23-01

WPWjr/ddd

Enclosures

cc: J. Dean Cole, M.D.

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J. BRYAN JUL 27 2001

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ARTICLES OF INCORPORATION
OF
FLORIDA ORTHOPAEDIC POLITICAL ACTION COMMITTEE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

EFFECTIVE DATE
07-23-01

The name of this corporation shall be Florida Orthopaedic Political Action Committee, Inc.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

The purposes of the corporation is to engage in activities relating to the support of candidates for public office in the State of Florida and to influence or attempt to influence the selection, nomination or election of individuals to public office in the State of Florida. The corporation is organized to be a not-for-profit corporation, and may engage only in activities that may be carried on by a corporation exempt from Federal income taxes under Section 527 of the Internal Revenue Code or any section of any statute adopted in succession thereof. By way of explanation, and not limitation, these activities include:

1. accepting membership dues from members;
2. accepting contributions from members and non-members;

3. sponsoring, participating in and conducting fundraisers for the purpose of raising money to support or oppose candidates for public office in the State of Florida;
4. making contributions to candidates for elected public office with statewide jurisdiction in the State of Florida;
5. making contributions to state committees of national political parties; and
6. making independent expenditures to support or oppose candidates for public office in the State of Florida.

The corporation is not affiliated with any political party but shall be organized and operated on a voluntary, non-partisan basis to further its goals by including or attempting to influence the nomination of selected persons who are candidates for elective offices and who are supporters of the medical profession. No part of the net earnings of the corporation shall inure to the benefit of any member, except that the corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth herein.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789, and the name of the initial registered agent of this corporation at that address is William P. Weatherford, Jr..

ARTICLE V - MEMBERS

This corporation shall have one or more classes of members who pay dues pursuant to a dues schedule approved by the Board of Directors. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members and the notice requirements for meetings and activities of the members shall be set forth in the by-laws of the corporation.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
J. Dean Cole, M.D.	1118 S. Orange Avenue, #205 Orlando, FL 32806

ARTICLE VII - BOARD OF DIRECTORS

A. The initial Board of Directors shall be comprised of six (6) member/members who shall serve until his or her successor is elected and installed.

B. The number of members constituting the Board of Directors may be increased or decreased by the Board of Directors from time to time at any regular or special meeting and any vacancies may be filled by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Directors, however, shall never be less than one (1) member.

C. The name and address of the member of the initial Board of Directors shall be as follows:

<u>Name</u>	<u>Address</u>
J. Dean Cole, M.D.	1118 S. Orange Avenue, #205 Orlando, FL 32806
Alethea Welch	1118 S. Orange Avenue, #204 Orlando, FL 32806
Jeffrey Greenspoon, M.D.	205 East NASA Blvd. Melbourne, FL 32901
Mark DeBiase	9951 Atlantic Blvd., #303 Jacksonville, FL 32225
Michael Wasylik, M.D.	2919 Swann Avenue, #201 Tampa, FL 33609

Alan Routman, M.D.

5601 North Dixie Highway, Suite 210
Fort Lauderdale, Florida 33334

D. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors, subject to the approval by the members.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1118 S. Orange Avenue, #204, Orlando, Florida 32806.

ARTICLE IX - INDEMNIFICATION OF CORPORATION

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members, as set forth in the bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 23rd day of July, 2001, for the purposes of forming this corporation not for profit under the laws of the State of Florida.



J. Dean Cole, M.D.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.



William P. Weatherford, Jr.

Date: July 23, 2001

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