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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
5-31-00

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
2000 JUN -1 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SOUTH FLORIDA ORTHOPEDIC AND KNEE INSTITUTE NO. 2,

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

AB 4/1

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EFFECTIVE DATE
5-31-00

FILED

2000 JUN -1 PM 4: 04

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(5)

OF

SOUTH FLORIDA ORTHOPEDIC AND KNEE INSTITUTE NO. 2, CORP.

Article I - Name

The name of this corporation is SOUTH FLORIDA ORTHOPEDIC AND KNEE INSTITUTE NO. 2, CORP.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

Article III - Purposes

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this

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corporation is 2655 LeJeune Road, Suite 1108, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is KURT R. KLAUS, JR.

Kurt R. Klaus, Jr., Esq.
2655 LeJeune Road, Suite 1108 (Tel): (305) 461-4447
Coral Gables, Florida 33134 (Fla. Bar #: 299804)

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

ROWLAND PRITCHARD - 100%
President, Secretary,
and Treasurer
10594 NW 52 Terrace
Miami, Florida 33178

Article VIII - Incorporator

The name and address of the person signing these articles:

KURT R. KLAUS, JR., ESQ.
2655 LeJeune Road, Suite 1108
Coral Gables, Florida 33134

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

KURT R. KLAUS, JR.
2655 LeJeune Road, Suite 1108
Coral Gables, Florida 33134

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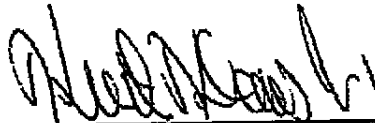
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In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First: That SOUTH FLORIDA ORTHOPEDIC AND KNEE INSTITUTE NO. 2, CORP., desiring to organize under the laws of the State of Florida with its principal office at 2506 Ponce De Leon Blvd., Coral Gables, Florida 33134, has named KURT R. KLAUS, JR., as its registered agent.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



KURT R. KLAUS, JR.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation, this 31st day of May, 2000.



KURT R. KLAUS, JR.

State of Florida)

SS

County of Dade)

Before me, a notary public authorized to take acknowledgments

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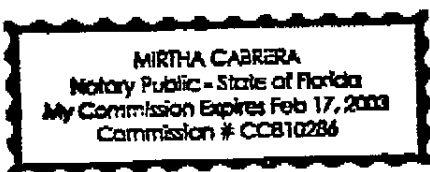
in the state and county set forth above, personally appeared, KURT R. KLAUS, JR., known to me and known by me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31st day of May, 2000.

Mirtha Cabrera

NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



2000 JUN - 1 PM 4:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This instrument was prepared by:

KURT R. KLAUS, JR., ESQ.
2855 LAUREL ROAD STE 1102
CORAL GABLES, FL 33134

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