

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Express Orthopedics
and Sports Medicine

P.A.

800003491938-13
-12/08/00-D1047-021
*****78.75 *****78.75

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC 08 2000

**ARTICLES OF INCORPORATION
OF CYPRESS ORTHOPEDICS AND SPORTS MEDICINE, P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of medicine in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this Corporation is **CYPRESS ORTHOPEDICS AND SPORTS MEDICINE, P.A.**

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TALLAHASSEE, FLORIDA

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of this Corporation and the nature of its business are as follows:

1. To engage in the practice of medicine and more especially the practice of orthopedics and to render such services as may be ancillary to the foregoing. This professional corporation shall exist and function in compliance with the "Florida Professional Service Corporation and Limited Liability Company Act" (F.S.A. Chapter 621) and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of the service of the practice of medicine.

2. The services of this Corporation which consist of the practice of medicine shall be carried out only through officers, employees and agents who are licensed or otherwise legally authorized to render such services within the State of Florida.

3. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 60 Second Street S. E., Winter Haven, Florida, 33880 and the name of its initial registered

agent is **BARRY W. BENNETT**. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of the person who is to serve as the sole member of the initial Board of Directors is as follows:

PAUL A. DOWDY
1705 U.S. Highway 27 North
Suite 101
Davenport, Florida 33837

ARTICLE VII. SUBSCRIBER

The name and address of the sole subscriber who is the incorporator of this Corporation and who is duly licensed in the State of Florida to practice medicine is as follows:

PAUL A. DOWDY
1705 U.S. Highway 27 North
Suite 101
Davenport, Florida 33837

ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation and Limited Liability Company Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 14th day of November, 2000.



PAUL A. DOWDY

STATE OF FLORIDA
COUNTY OF POLK

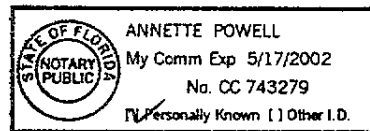
I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **PAUL A. DOWDY**, who is personally known to me or who has produced personally known as identification, known to me to be the incorporator of **CYPRESS ORTHOPEDICS AND SPORTS MEDICINE, P.A.**, and who executed the foregoing Articles of

Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 14th day of November, 2000.

Annette Powell

Notary Public - State of Florida
My Commission Expires:
My Commission No.



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

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

First -- that **CYPRESS ORTHOPEDICS AND SPORTS MEDICINE, P.A.**, desiring to organize under the laws of the State of Florida, has named **BARRY W. BENNETT**, of 60 Second Street, Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



BARRY W. BENNETT
Registered Agent

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TALLAHASSEE, FLORIDA