

**HENDERSON  
KEASLER**  
LAW FIRM

P00000117927

Alan D. Henderson  
Frank R. Keasler Jr.

Robert H. Sturgess  
Sean A. Espenship

December 18, 2000

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000003510110--4  
-12/21/00--01040--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Protocol Orthopedics, Inc.

Dear Madam/Sir:

Enclosed for filing are the Articles of Incorporation and Designation of and Acceptance by Registered Agent regarding the above referenced corporation. In this regard, please accept our firm's check in the amount of \$78.75 for filing fees as follows:

|                                              |             |
|----------------------------------------------|-------------|
| Articles of Incorporation:                   | \$35.00     |
| Designation of Registered Agent:             | 35.00       |
| Certified Copy of Articles of Incorporation: | <u>8.75</u> |

**TOTAL:** \$ 78.75

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Incorporation in the self-addressed, postage paid envelope provided for your convenience.

If you have any questions in this regard contact our firm.

Sincerely,

HENDERSON KEASLER LAW FIRM

*Casey Pedersen*

Casey Pedersen  
Paralegal to  
Frank R. Keasler, Jr.

FRK/ckp  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESLER

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**ARTICLES OF INCORPORATION  
OF  
PROTOCOL ORTHOPEDICS, INC.**

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I.  
NAME**

The name of the Corporation shall be: **PROTOCOL ORTHOPEDICS, INC.**

**ARTICLE II.  
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III.  
PURPOSE**

The general nature of the businesses to be transacted by the Corporation and purpose for its formation is:

**Section 1.** To establish, operate, maintain and conduct a general and specialty medical supplies and products organization for the purpose of distributing general, special and particularly orthopedic, and other medical devices, prosthesis and supplies to entities and individuals within the medical industry and health care community within and without the State of Florida. As a part thereof, to develop manufacturing sources, channels of distribution, marketing programs and sales and advertising aids, brochures and programs utilizing the Corporation's services. In conjunction with such purposes, to enter into various contracts for the providing of orthopedic and other related medical devices and supplies and pursuant to such contracts, to perform the Corporation's services in the providing of goods and/or services to or as a part of the medical community and health care industry. In conjunction with the aforesaid, the Corporation and its Directors and Officers shall do

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all things incidental, complementary and as determined necessary, to accomplish the foregoing purposes.

**Section 2.** To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

**Section 3.** To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

**Section 4.** To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and chooses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

**Section 5.** Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

**Section 6.** To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so

acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

**Section 7.** To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

**Section 8.** To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

**Section 9.** To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

**Section 10.** To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions; and

**Section 11.** To maintain one or more offices, to carry on its operations and transact and promote its business, objects and purposes in any part of the world, and either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities. This is without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or

proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

**IN GENERAL**, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being provided expressly the enumeration of the objects, powers or purposes hereinabove specified are not held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and the objects, powers and purposes specified in each of the Sections of this Article III are independent and cumulative.

#### **ARTICLE IV. CAPITALIZATION**

**Section 1.** The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share, and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

**Section 2.** The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

**Section 3.** The Class B Non-Voting Common Stock are non voting absolutely. All voting privileges are vested solely and exclusively in the Class A Voting Common Stock. The liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

**Section 4.** No Shareholder, of any class of stock enjoy preemptive rights with respect to the capital stock or securities of the Corporation or of any class, thereof. The Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

**ARTICLE V.**  
***OFFICE***

The principal office of this Corporation shall be: **1745 Tall Tree Drive, East, Jacksonville, Florida 32246.**

**ARTICLE VI.**  
***REGISTERED AGENT***

The street address of the initial registered office of this Corporation in Florida shall be Henderson Keasler Law Firm, P.A., 4309 Pablo Oaks Court, Ste. 200, Jacksonville, Florida 32224, and its initial registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

**ARTICLE VII.**  
***DIRECTORS***

The number of the Directors of this Corporation shall not be less than one (1) nor more than seven (7) as fixed from time to time by the provisions of the Bylaws.

**ARTICLE VIII.**  
***INITIAL BOARD MEMBERS***

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until successors are elected and qualified, are as follows:

Name  
**Robert W. Rojahn**

Street Address  
**1745 Tall Tree Drive East  
Jacksonville, Florida 32246**

**ARTICLE IX.  
SHARE ISSUANCE**

The Corporation's Board of Directors is authorized specifically from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

**ARTICLE X.  
OPERATIVE PROVISIONS**

Furthering the powers conferred by statute, the following Sections apply to the regulation of the business and the conduct of the affairs of the Corporation:

**Section 1.** Subject to such restrictions, if any, as expressed herein and such further as may be set forth in the Bylaws, the Board of Directors are to manage and control the business and may exercise all of the powers of the Corporation, except as allowed or required otherwise, (I) by statute; (ii) by these Articles of Incorporation; (iii) by amendment hereto; (iv) by the Bylaws as constituted from time to time; or (v) as conferred expressly upon or reserved specifically to, the Shareholders of the Corporation.

**Section 2.** Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is authorized expressly to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

**Section 3.** The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

**Section 4.** No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor,

purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

#### **ARTICLE XI.**

##### ***WRITTEN CONSENT***

Any action of the Directors or of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed, respectively, by a minimum number of Directors, or the holders of outstanding stock having not less than the minimum number of votes as is necessary to authorize or take such action at a meeting at which a respective quorum of Directors or Shareholders, entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within fifteen (15) days of the date of such action to those Directors and Shareholders entitled to vote thereon who did not give their written consent.

#### **ARTICLE XII.**

##### ***SHAREHOLDERS' AGREEMENT(S)***

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of anyone or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, then all certificates of shares, subject to such agreement(s) or restriction(s), shall have a reference thereto endorsed thereon by an officer of the Corporation. Such stock will not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the applicable agreement(s) and or restrictions. If an agreement or significant restriction provides the certificates of stock shall be registered so shares standing in the name of any

person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, but with adequate proof of authority.

### **ARTICLE XIII.**

#### ***MAJOR DECISIONS***

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
- (d) Dissolution of the Corporation.

### **ARTICLE XIV.**

#### ***DIVIDENDS***

A Shareholder shall not be liable for dividends declared illegally, distributions made illegally to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

### **ARTICLE XV.**

#### ***COMPENSATION OF OFFICERS***

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

**ARTICLE XVI.  
INCORPORATORS**

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

| <u>Name</u>             | <u>Street Address</u>                                             |
|-------------------------|-------------------------------------------------------------------|
| <i>Robert W. Rojahn</i> | <i>1745 Tall Tree Drive, East<br/>Jacksonville, Florida 32246</i> |

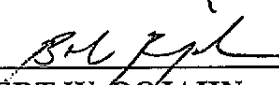
**ARTICLE XVII.  
AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

**ARTICLE XVIII.  
EXISTENCE**

The date corporate existence begins shall be January 1, 2001. This election is pursuant to Florida Statute 607.0203.

**IN WITNESS WHEREOF**, the undersigned subscribing Incorporator files these Articles, for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State, State of Florida, these Articles of Incorporation and certifies all stated is true on this 18<sup>th</sup> day of December, 2000, in the year of our Lord Two Thousand.

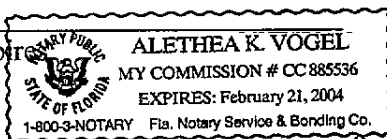
  
\_\_\_\_\_  
**ROBERT W. ROJAHN**

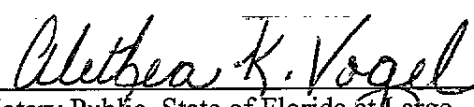
**STATE OF FLORIDA    )**  
**COUNTY OF DUVAL    )**

The foregoing Articles of Incorporation were acknowledged before me this 18<sup>th</sup> day of December, 2000 by **ROBERT W. ROJAHN**, who is ( ☒ ) known to me or (    ) who produced \_\_\_\_\_ as identification.

Notary's Name: \_\_\_\_\_

My Commission Expires \_\_\_\_\_



  
\_\_\_\_\_  
Notary Public, State of Florida at Large

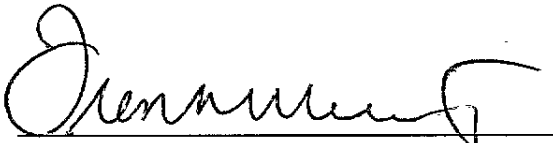
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

***PROTOCOL ORTHOPEDICS, INC.***, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, named **Frank R. Keasler, Jr.**, located at Henderson Keasler Law Firm, P.A., 4309 Pablo Oaks Court, Suite 200, Jacksonville, Duval County, Florida 32224, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

As named to accept service of process for ***PROTOCOL ORTHOPEDICS, INC.***, at the place designated in this Certificate, and being a licensed Counselor at Law, aware of the duties and responsibilities of a registered agent, I hereby agree to perform in said capacity in compliance with the Florida Business Corporation Act .

By:

  
Frank R. Keasler, Jr., Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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