

PD1000005014

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

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(941) 334-3965 FAX

PLEASE REPLY TO:

POST OFFICE DRAWER 400
FORT MYERS, FL 33902

SOUTH LEE COUNTY OFFICE:

16521 SAN CARLOS BLVD. #104-D
FORT MYERS, FLORIDA 33908
(941) 489-1277 PHONE

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JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH**
D. HUGH KINSEY, JR.

OF COUNSEL

JOHN W. SHEPPARD*

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
• CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

January 8, 2001

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

200003531482--0
-01/10/01--01067--008
*****78.75 *****78.75

Re: ORTHOVERT, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.


Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.


JAY A. BRETT

JAB:dlb
Enclosures
B-3246

FILED
01 JAN 10 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1-12-01

ARTICLES OF INCORPORATION
OF
OrthoVert, Inc.

THE UNDERSIGNED, RONALD D. GARDNER, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is OrthoVert, Inc.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

Engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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01 JAN 10 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 1205 Cleburne Drive, Fort Myers, Florida 33919, and the name of the initial registered agent of this Corporation at that address is: RONALD D. GARDNER.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
RONALD D. GARDNER	President/Treasurer	1205 Cleburne Drive Fort Myers, Florida 33919
WILLIAM D. BAKER	Vice President/ Secretary	8349 Eagle Lake Drive Sarasota, FL 34241

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
RONALD D. GARDNER	1205 Cleburne Drive Fort Myers, Florida 33919

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 5th day of January, 2001.




Ronald D. Gardner, Incorporator

STATE OF FLORIDA

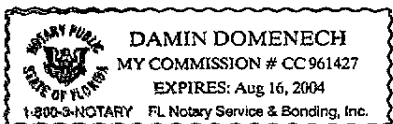
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of January, 2001, by RONALD D. GARDNER, (☒) who is personally known to me or () who produced N/A as identification.



Notary Public
Printed Name of Notary: DAMIN DOMENECH


(SEAL)
Comm. Exp. Date:
Comm. Number:



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

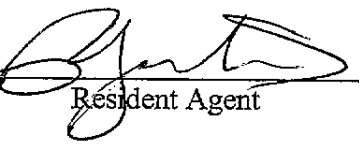
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT OrthoVert, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE
CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED RONALD D.
GARDNER, LOCATED AT 1205 Cleburne Drive, Fort Myers, Florida 33919, (Street Address and
Number of Building -- Post Office Box Addresses Are Not Acceptable), FORT MYERS, LEE
COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

OrthoVert, Inc.
(RDG)
Signature: 
(Corporate Officer)
Title: President/Treasurer
Date: 1/5/01

FILED
01 JAN 10 PM 2:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

(RDG)
Signature: 
Resident Agent
Date: 1/5/01