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January 26, 2001

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

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*****122.50 *****78.75

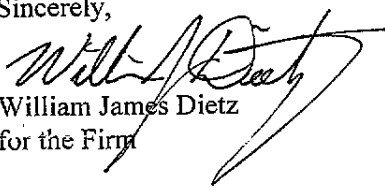
Re: Incorporation of Premier Orthopedics, Inc.
File Number: Premier Orthopedics, Inc.:WJD:010801

EFFECTIVE DATE
01-25-01

Dear Sir or Madam,

Enclosed please find an original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and cost for a certified copy. I have also enclosed a self addressed, stamped envelope to return the certified copy. Thank you for your assistance and please call our office at the above number should you have any questions.

Sincerely,


William James Dietz
for the Firm

WJD:ka

enclosures

FILED
01 JAN 29 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch **JAN 29 2001**

ARTICLES OF INCORPORATION
OF
PREMIER ORTHOPEDICS, INC.

FILED
01 JAN 29 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I CORPORATE NAME.

The name of this corporation is Premier Orthopedics, Inc.

ARTICLE II PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 16022 Westerham Drive, Tampa, Florida 33647.

ARTICLE III EXISTENCE

The existence of the corporation shall begin on January 25, 2001.

EFFECTIVE DATE
01-25-01

ARTICLE III CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The corporation will have only one class of shares.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is William James Dietz, Dietz & Sanders, P.A., 25 South Magnolia Avenue, Orlando, Florida 32801.

ARTICLE V INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is William J. Dietz, 25 South Magnolia Avenue, Orlando, Florida 32801.

ARTICLE VI DIRECTORS

This Corporation shall have one member on the Board of Directors. The Initial Board of

Articles of Incorporation of Premier Orthopedics, Inc.
Page 2 of 2
January 25, 2001

Directors and his address is: _____

Carl Bax 16022 Westerham Drive, Tampa, Florida 33647

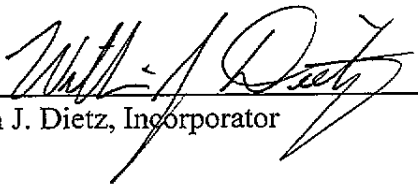
ARTICLE VII AMENDMENTS

These Articles may be amended by a favorable vote of fifty one percent of the Shareholders or Board of Directors.

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned has executed these articles of incorporation on January 25, 2001.



William J. Dietz, Incorporator

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

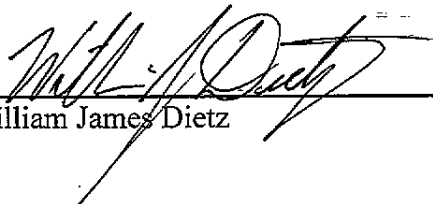
Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Premier Orthopedics, Inc.
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is Dietz & Sanders, P.A. 25 South Magnolia Avenue, Orlando, Florida 32801.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: January 25, 2001



William James Dietz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA