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February 24, 2000

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-02/23/01-01049-011
*****70.00 *****70.00

RE: Keys Orthopedics, Inc.

Dear Sirs:

Enclosed please find the following documentation regarding the above-mentioned matter, to-wit:

1. ORIGINAL and one copy of Articles of Incorporation with Registered Agent Certificate.

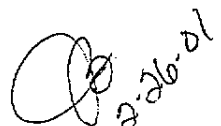
Also enclosed is my office account check no. 1064 in the amount of \$70.00 for the filing fee.

Very truly yours,


DAVID R. FARBSTEIN, ESQ.

DRF/me

FILED
01 FEB 23 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


10-9-01

ARTICLES OF INCORPORATION
OF
KEYS ORTHOPEDICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this Corporation is KEYS ORTHOPEDICS, INC..

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:

405 Thumper Thoroghfare, Key Largo, Fl. 33037 and the name of the initial registered agent of this corporation is: JOHN SQUIRES whose address is 405 Thumper Thoroghfare, Key Largo, Fl. 33037.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTAIN, ESQ.
2765 W. Cypress Creek Rd. Suite D
Ft. Lauderdale, Fl. 33309
Fla. Bar No. 198889
954-977-7801

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the ByLaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

JOHN SQUIRES 405 Thumper Thoroghfare
Key Largo, Fl. 33037

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

JOHN SQUIRES 405 Thumper Thoroghfare
Key Largo, Fl. 33037

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

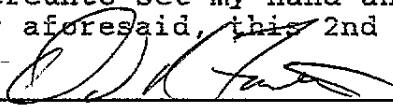
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 2nd day of February, 2001.


JOHN SQUIRES

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, JOHN SQUIRES, known by me to be the persons who executed the foregoing Articles of Incorporation. Further, said individuals furnished the following type of identification to the undersigned, to-wit: Fl Drivers Lic

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2nd day of February, 2000.


NOTARY PUBLIC
My Commission Expires:

OFFICIAL NOTARY SEAL
DAVID R. FARBSSTEIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC910939
MY COMMISSION EXP. MAR. 7, 2004

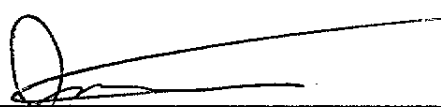
CERTIFICATE DESIGNATING CHANGE OF PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

PURSUANT TO Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST: That KEYS ORTHOPEDICS, INC. is qualified to do business
under the laws of the State of Florida with its principal office at:
405 Thoroughfare, Key Largo, Fl. 33037 and has appointed JOHN
SQUIRES, of 405 Thoroughfare, Key Largo, Fl. 33037 as its agent to
accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, a place designated in this certificate, I am familiar
with, and hereby accept the duties and responsibilities as registered
agent for said corporation and agree to comply with the provisions of
said Act relative to keeping open said office.


JOHN SQUIRES
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 23 AM 8:16

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