

Frank Cerasoli
902 Waterway Place
Longwood, Florida 32750
(407) 262-0066

PO1000043821

April 24, 2001

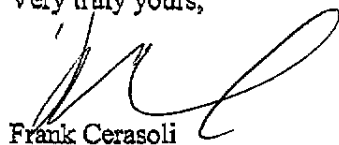
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: PRECISION ORTHOTICS AND PROSTHETICS, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation, as well as a check in the amount of \$ 78.75 for the filing fees and certified copy of the Articles of Incorporation.

Very truly yours,


Frank Cerasoli

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PRECISION ORTHOTICS AND PROSTHETICS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be PRECISION ORTHOTICS AND PROSTHETICS, INC..

Article 2. Principal Office. The principal place of business shall be 902 Waterway Place, Longwood, Florida 32750 and the mailing address of this Corporation shall be 902 Waterway Place, Longwood, Florida 32750.

Article 3. Shares. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 25,000 shares of common stock. Such shares shall be of a single class and shall have no par value.

Article 4. Initial Registered Agent and Street Address. The address of the initial Registered Agent of the Corporation is 902 Waterway Place, Longwood, Florida 32750 and the name of its initial Registered Agent at that address is Frank Cerasoli.

Article 5. Incorporator. The name and street address of the incorporator to these Articles of Incorporation is as follows: Frank Cerasoli, 902 Waterway Place, Longwood, Florida 32750.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than one. The name and address of the initial Director of the Corporation is as follows: Frank Cerasoli, 902 Waterway Place, Longwood, Florida 32750.

Article 7. Duration. The duration of the Corporation is perpetual.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence will be upon filing of these Articles of Incorporation

Article 10. Indemnification. The Corporation shall indemnify each Officer, including any former Officers, to the full extent permitted by law.

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TALLAHASSEE, FLORIDA

Article 11. Purpose. The general purposes for which the Corporation is organized are the following.

A. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24th day of April, 2001.


FRANK CERASOLI

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, 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:


PRECISION ORTHOTICS AND PROSTHETICS, INC.

2. The name and address of the Registered Agent and Office are:

Frank Cerasoli
902 Waterway Place
Longwood, Florida 32750

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent of PRECISION ORTHOTICS AND PROSTHETICS, INC. 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 am familiar with and accept the obligations of my position as Registered Agent.

Dated this 24th day of April, 2001.



Frank Cerasoli
Registered Agent

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