

PO1000078983

Morrison & Mills, P.A.

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

THOMAS K. MORRISON
FREDERICK J. MILLS
KEVIN A. DITANNA

TELEPHONE (813) 258-3311
TELECOPIER (813) 258-3209

E-Mail Address: mills@tampabay.rr.com

November 27, 2001

Via Federal Express

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Filing of Amendment to Articles of Incorporation
Ortho Pro, Inc.**

Gentlemen:

Enclosed for filing please find the original and one copy of the Amendment to Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$35.00 to cover the cost of the filing. Please file the original of the Articles of Amendment to Articles of Incorporation, stamp the date of filing on the copy and return to me via Federal Express using the provided airbill and package a.s.a.p.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,



Frederick J. Mills

FJM/pns

Enclosures:

1. Original Articles of Amendment to Articles of Incorporation
2. Check in the amount of \$35.00
3. Copy of Amendment for return
4. Federal Express Package/Airbill

FILED STATE
SECRETARY OF CORPORATIONS
01 NOV 29 AM 9:16

200004699142--6
-11/30/01--01005--001
*****35.00 *****35.00

Amend. & N/c

V SHEPARD DEC 5 2001

**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
ORTHO PRO, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 29 AM 9:16

WITNESSETH:

WHEREAS, ORTHO PRO, INC. ("Corporation") is a Florida corporation, validly formed by filing its Articles of Incorporation on August 7, 2001; and

WHEREAS, the Corporation desires to amend its Articles of Incorporation, as permitted by Article XIII, page 6 of its Articles of Incorporation, to change the Corporation's name as well as the structure of the capital stock of the Corporation.

NOW THEREFORE, the Corporation's Articles of Incorporation are amended as follows:

1. Article I is deleted, and inserted in its place shall be:
"The name of this Corporation shall be ERHM ORTHOPEDICS, INC."

2. Article III is deleted, and inserted in its place shall be:

The capital stock of the corporation shall be divided into two classes of stock, Class A Common Stock and Class B Common Stock. The total number of shares of capital stock, which the Corporation shall have the authority to issue are as follows:

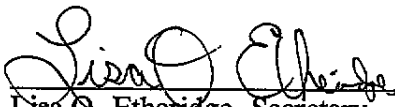
- a) Class A Common Stock: 1000 shares with a \$1.00 par value; and
- b) Class B Common Stock: 5000 shares with a \$1.00 par value.

The Class A Common Stock and the Class B Common Stock shall be identical except with respect to any matter submitted to a vote of stockholders. It is intended that the existence of the Class A Common Stock and the Class B Common Stock [at all times] comply with the provisions of subchapter S of the Internal Revenue Code of 1986, as it may be amended from time to time, in order that the corporation may properly maintain a valid "S" corporation election. For purposes of voting, whether at a regularly schedule meeting of the stockholders or a special meeting, with written consent of the stockholders or a special meeting, with written consent or otherwise, Class A Common Stock shall have ten (10) voices per share, and Class B Common Stock shall have one (1) vote per share. The holders of record of the outstanding shares of Class A Common Stock and Class B Common Stock shall vote together as one class upon all matters for which the shareholders of the corporation shall be entitled to vote.

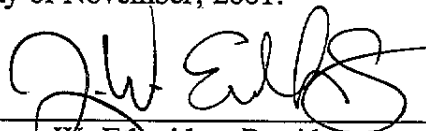
All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All capital stock shall be fully paid for and nonassessable when issued.

3. This Amendment to the Articles of Incorporation was adopted by the Corporation's Board of Directors and approved by the unanimous consent of the shareholders of the corporation at a Joint Meeting of the Shareholders and Directors and held on the 26th day of November, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 27 day of November, 2001.



Lisa O. Etheridge, Secretary

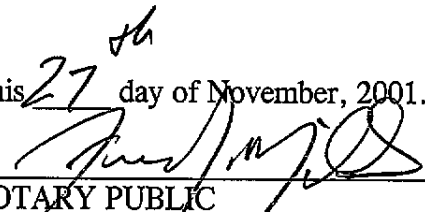


George W. Etheridge, President

(SEAL)

STATE OF FLORIDA
COUNTY OF Hillsborough

SWORN TO AND SUBSCRIBED before me this 27th day of November, 2001.



NOTARY PUBLIC
State of Florida at Large



Frederick J. Mills
My Commission DD068694
Expires October 18, 2006