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ABBEY, ADAMS, BYELICK,
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Limited Liability Partnership
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30
January 18, 2002

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

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-02/01/02--01027--014
*****78.75 *****78.75

RE: M&K Surgical, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for M&K Surgical, Inc., and a check in the amount of \$78.75 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,

Scot E. Samis

SES:tk
enclosures

FILED
02 FEB - 1 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 2/7/02

ARTICLES OF INCORPORATION

OF

M&K Surgical, Inc.

FILED

02 FEB -1 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: M&K Surgical, Inc. The principal place of business of this corporation shall be 12516 Ashdown Drive Odessa, Florida 33556.

ARTICLE II. NATURE OF BUSINESS

The operation of a sale of orthopedic implants business and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$.01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 12516 Ashdown Drive Odessa, Florida 33556 and name of the initial registered agent of the corporation at that address is Matthew Marlowe.

ARTICLE V. TERM OF EXISTENCE

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have 2 directors, initially. The names and street addresses of the initial members of the Board of Directors is:

Matthew and Kandi Marlowe
12516 Ashdown Drive Odessa, Florida 33556

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - Matthew Marlowe
12516 Ashdown Drive Odessa, Florida 33556

Secretary - Kandi Marlowe
12516 Ashdown Drive Odessa, Florida 33556

Incorporator - Matthew Marlowe
12516 Ashdown Drive Odessa, Florida 33556

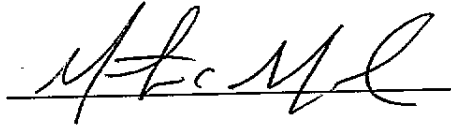
ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Matthew Marlowe
12516 Ashdown Drive Odessa, Florida 33556

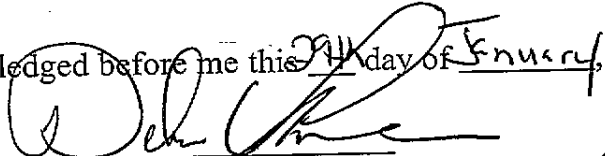
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

29 day of Jan, 2002.



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29 day of January, 2002.



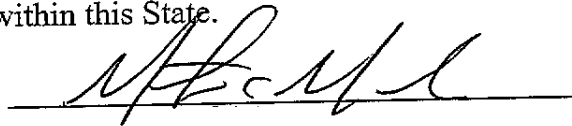
Notary Public
My Commission expires 12/21/04



Debra E. Lane
MY COMMISSION # CC983113 EXPIRES
December 21, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATING REGISTERED AGENT

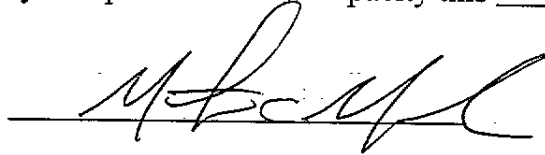
M&K Surgical, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Matthew Marlowe, with street address at 12516 Ashdown Drive Odessa, Florida 33556, as its agent to accept service of process within this State.



Dated: 1/29/02

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity this 29 day of JAN, 2002.

A handwritten signature in black ink, appearing to be 'M. L. M.', written over a horizontal line.

FILED
02 FEB - 1 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA