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SECRETARY OF STATE

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#### TRANSMITTAL LETTER

Department of State Division of Corporat P. O. Box 6327 Tallahassee, FL 323		· .	·
SUBJECT:	Finly Oods (PROPOSED CORPORA)	TO De die Continue	En. Inc UDE SUFFIX)
Enclosed are an origi	nal and one (1) copy of the arti	cles of incorporation and	l a check for:
\$70.00	. □ #70.75	D 070 76	D 607.60
•	\$78.75	□ \$78.75	□ \$87.50
Filing Fee	Filing Fee & Certificate of Status	Filing Fee & Certified Copy  ADDITIONAL CO	Filing Fee, Certified Copy & Certificate of Status
FROM:	Vasa A. Ro.		
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	Corlonal Fl	1. 32807 State & Zip	· -
	401-75 Z	08-1/07 elephone number	

NOTE: Please provide the original and one copy of the articles.



#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

February 27, 2003

VASCO A. RODRIGUEZ 672 N. SEMORAN BLVD., SUITE 201 ORLANDO, FL 32807

SUBJECT: FINLAY ORTHOPEDIC CENTER, INC.

Ref. Number: W03000005736

We have received your document for FINLAY ORTHOPEDIC CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan Document Specialist New Filing Section

Letter Number: 403A00012709

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FILED

## ARTICLES OF INCORPORATION OF FINLAY ORTHOPEDIC CENTER, INC.

03 MAR - 7 PM 3: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

#### ARTICLE I

#### NAME

The name of this corporation is FINLAY ORTHOPEDIC CENTER, Inc.

ARTICLE II

<u>PURPOSE</u>

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock of 1.00 Dollar per share par value.

#### ARTICLE IV

#### <u>DURATION</u>

This corporation is to exist perpetually, and its existence is to commence on the date of execution of these Articles of Incorporation.

#### ARTICLE V

#### PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at 672 North Semoran Blvd., Suite 201-C, Orlando, Florida 32807.

The name and street address of the initial registered agent of the corporation in the State of Florida is: *Dr. Vasco A. Rodriguez, 672 North Semoran Blvd., Suite* 201, *Orlando, Florida* 32807. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

#### ARTICLE VI

#### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws.

This corporation shall have the following initial directors:

NAME

**ADDRESS** 

Dr. Vasco A. Rodriguez

672 N. Semoran Blvd., Suite 201 Orlando, Florida 32807

#### ARTICLE VII

#### INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

**ADDRESS** 

Dr. Vasco A. Rodriguez 672 N. Semoran Blvd., Suite 201 Orlando, Florida 32807

### ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

#### ARTICLE IX

#### BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders

#### ARTICLE X

#### <u>AMENDMENT</u>

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: *Dr. Vasco A. Rodriguez* 

Dated this 21st day of February, 2003.

Ør. Vasco A. Rodrigue≩

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February, 2003 by *Dr. Vasco A. Rodriguez* who has produced: Fi Drivers License # **R362-861-67-268-0** as identification.

Printed Name: Juan C. Burgosc. Burgosc.

Notary Public

My Commission Expi

My Commission DD049034 Expires August 12, 2005

#### DESIGNATION

Having been named registered agent, I hereby accept the designation as such.

Dr. Vasco A. Rodriguez Incorporator & Registered Agent