

P03000122756

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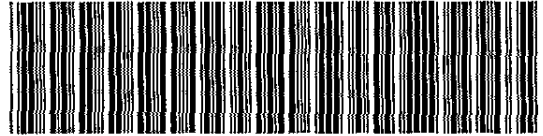
(Business Entity Name)

(Document Number)

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FILED
06 APR -3 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk Amc

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Orthopedic Development Corporation

DOCUMENT NUMBER: P03000122756

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Veronica May
(Name of Contact Person)

Orthopedic Development Corporation
(Firm/ Company)

2730 McMullen Booth Road; Suite 203
(Address)

Clearwater, FL 33761
(City/ State and Zip Code)

For further information concerning this matter, please call:

Veronica May at (727) 475-6240
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

Orthopedic Development Corporation

(Name of corporation as currently filed with the Florida Dept. of State)

P03000122756

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

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TALLAHASSEE, FLORIDA

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article I Principal Place of Business - address change

Article II Registered Office - address change

Article III Corporate Purposes, Powers and Rights - restated

Article IV Capital Stock -

Article V Incorporator - address change

Article VI Board of Directors - address change

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

ORTHOPEDIC DEVELOPMENT CORPORATION

DOCUMENT NUMBER P03000122756

**ARTICLES OF ORGANIZATION ORIGINALLY FILED ON
October 31, 2003**

The Articles of Organization are amended and restated to eliminate and amend Articles I through VII as provided below.

ARTICLE I

Name, Principal Place of Business, and Duration

The name of the Corporation is *Orthopedic Development Corporation*. The principal place of business of the Corporation is 2730 McMullen Booth Road Suite 203, Clearwater, FL 33761. The duration of the Corporation is perpetual.

ARTICLE II

Registered Office and Agent

The address of the registered office in the State of Florida is 2730 McMullen Booth Road Suite 203, Clearwater, FL 33761 in the County of Pinellas. The name of the registered agent at such address is James Doulgeris.

ARTICLE III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000,000 shares of Common Stock ("Common Stock").

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation. To alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
James Doulgeris	2730 McMullen Booth Road Suite 203, Clearwater, FL 33761

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
David A. Petersen, M.D.	2730 McMullen Booth Road Suite 203, Clearwater, FL 33761
James Doulgeris	2730 McMullen Booth Road Suite 203, Clearwater, FL 33761

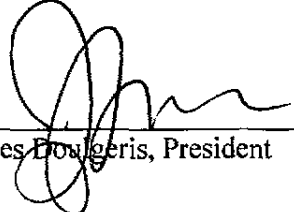
ARTICLE VII

Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for purpose of amending and restating the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-Laws of the Corporation, do, by executing this document, consent to and make, file and record these Amended and Restated Articles of Incorporation, and certify that the facts herein stated are true; and we have accordingly hereunto set our hands and seals on and as of the date set forth below.

Dated: March 28 2006.



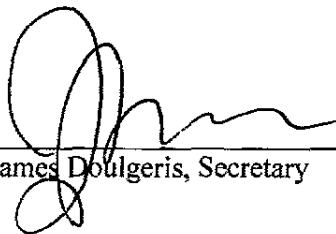
James Dougeris, President

**CERTIFICATE
OF
AMENDMENT AND RESTATEMENT**

ORTHOPEDIC DEVELOPMENT CORPORATION

The undersigned officer of Orthopedic Development Corporation, a Florida corporation, does hereby certify and attest that by the unanimous Action by Written Consent of the Board of Directors and by the Action by Written Consent of a majority of the Shareholders of the Corporation recommended and approved and consented to amend and, as amended, restate Articles I through VII, inclusive, of the Articles of Incorporation of Orthopedic Development Corporation as set forth in the Amended and Restated Articles of Incorporation dated this date and executed by the of the Corporation.

Dated: March 15 2006



James Doulgeris, Secretary

**WRITTEN ACTION IN LIEU OF A SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
ORTHOPEDIC DEVELOPMENT CORPORATION**

The undersigned, being all of the Directors and the Shareholders owning of record a majority of the issued and outstanding common shares of Orthopedic Development Corporation, a Florida corporation, (the "Corporation") do hereby take the following action in lieu of a special meeting regarding the same, pursuant to Florida Statute Sections 607.0821 and 607.0704:

RESOLVED, that this written action shall be in lieu of a special meeting of the Directors and Shareholders of the Corporation and shall be made a part of the Corporation's permanent records; and,

FURTHER RESOLVED, that the Board of Directors proposes and recommends to the shareholders the amendment and restatement of the Articles of Incorporation of the Corporation as provided in the Second Amended and Restated Articles of Incorporation attached hereto and incorporated herein by reference; and

FURTHER RESOLVED, that the undersigned Shareholders owning of record a majority of the issued and outstanding common shares of the Corporation do hereby approve and adopt the said Second Amended and Restated Articles of Incorporation as of the date hereof; and

FURTHER RESOLVED, that the Board of Directors hereby authorizes and directs the President of the Corporation to file the said Second Amended and Restated Articles of Incorporation with the Secretary of State of Florida and pay such filings fees as are required as soon as possible and to furnish a copy of this written action as signed by the undersigned to each of the other owners of record of common shares of this Corporation as of the date hereof within 10 days of the date hereof in accordance with Florida Statute Section 607.0704.

Execution of this document by the undersigned, being all of the Directors and the Shareholders owning of record a majority of the issued and outstanding common shares of the Corporation, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes, and the subsequent insertion of this document in the Minutes of the proceedings of the Directors and Shareholders waives any requirement of a formal meeting to conduct the business referred to herein.

Executed this 28 day of March 2006.



David A. Petersen, M.D., Director and Shareholder

James Doulgeris, Director and Shareholder

John Annis, Director

Peter M. Sontag, Director

Richard T. Welch, Director

**WRITTEN ACTION IN LIEU OF A SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
ORTHOPEDIC DEVELOPMENT CORPORATION**

The undersigned, being all of the Directors and the Shareholders owning of record a majority of the issued and outstanding common shares of Orthopedic Development Corporation, a Florida corporation, (the "Corporation) do hereby take the following action in lieu of a special meeting regarding the same, pursuant to Florida Statute Sections 607.0821 and 607.0704:

RESOLVED, that this written action shall be in lieu of a special meeting of the Directors and Shareholders of the Corporation and shall be made a part of the Corporation's permanent records; and,

FURTHER RESOLVED, that the Board of Directors proposes and recommends to the shareholders the amendment and restatement of the Articles of Incorporation of the Corporation as provided in the Second Amended and Restated Articles of Incorporation attached hereto and incorporated herein by reference; and

FURTHER RESOLVED, that the undersigned Shareholders owning of record a majority of the issued and outstanding common shares of the Corporation do hereby approve and adopt the said Second Amended and Restated Articles of Incorporation as of the date hereof; and

FURTHER RESOLVED, that the Board of Directors hereby authorizes and directs the President of the Corporation to file the said Second Amended and Restated Articles of Incorporation with the Secretary of State of Florida and pay such filings fees as are required as soon as possible and to furnish a copy of this written action as signed by the undersigned to each of the other owners of record of common shares of this Corporation as of the date hereof within 10 days of the date hereof in accordance with Florida Statute Section 607.0704.

Execution of this document by the undersigned, being all of the Directors and the Shareholders owning of record a majority of the issued and outstanding common shares of the Corporation, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes, and the subsequent insertion of this document in the Minutes of the proceedings of the Directors and Shareholders waives any requirement of a formal meeting to conduct the business referred to herein.

Executed this 28th day of March 2006.

David A. Petersen, M.D., Director and Shareholder



James Doulgaris, Director and Shareholder

John Annis, Director

Peter M. Sontag, Director



Richard T. Welch, Director

The date of each amendment(s) adoption: 3/28/06

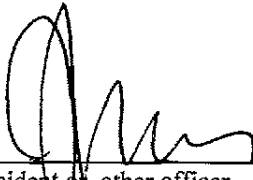
Effective date if applicable: 3/28/06
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James Doulgeris
(Typed or printed name of person signing)

Director
(Title of person signing)

FILING FEE: \$35