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FLORIDA PROFIT CORPORATION OR P.A.

E.R. ORTHOCARE, INC.

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ARTICLES OF INCORPORATION

OF

E.R. ORTHOCARE, INC.

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be E.R. ORTHOCARE, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares all at one (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
CORPORATION ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

850 Wes Dairy Road, Suite T64, North Miami, FL 33179

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

CHARLES L. NEUSTEIN, ESQ.

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ARTICLE VII**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME(S)**ADDRESS(ES)****JERRY MILLER****850 Ives Dairy Road, Suite T64
North Miami, FL 33179****ARTICLE VIII****INCORPORATIONS**

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are.

NAME(S)**ADDRESS(ES)****CHARLES L. NEUSTEIN, ESQ.****777 Arthur Godfrey Road
Second Floor
Miami Beach, FL 33140****ARTICLE IX****AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend or repeal the By-laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

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ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to full extent permitted by law.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing evidencing their consent are filed with the Secretary of the Corporation, the action be as valid as though it had been authorized at a meeting of the Board of Directors.

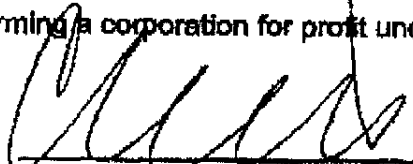
ARTICLE XII
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.


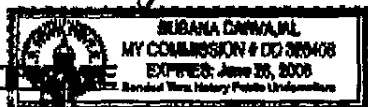

 CHARLES L. NEUSTEIN

STATE OF FLORIDA)
)
 COUNTY OF DADE)

ss:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared CHARLES L. NEUSTEIN to me well known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 14th day of February, 2005.


 NOTARY PUBLIC STATE OF FLORIDA


REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That E.R. ORTHCARE, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Miami-Dade, State of Florida, has named CHARLES L. NEUSTEIN, ESQ., located at 777 Arthur Godfrey Road, Second Floor, Miami Beach, Florida 33140 as Registered Agent.

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ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping said office open.



CHARLES L. NEUSTEIN, ESQ.

STATE OF FLORIDA)

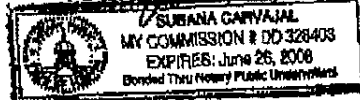
ss:

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me a Notary Public, duly authorized to take acknowledgments personally appeared CHARLES L. NEUSTEIN, ESQ. to me well know to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal this 14th day of February, 2005.



NOTARY PUBLIC STATE OF FLORIDACLERK OF STATE
JULIA ROSS, FLORIDA

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