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FILED  
2007 MAY -3 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DAVID R. FARBSTAIN, P.A.**

**Attorney at Law**

**8010 N. University Drive, 2nd Floor  
Tamarac, Florida 33322**

**Phone (954) 586-0441**

**Fax (954) 586-0444**

April \_\_, 2007

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

RE: Smith Orthopaedics, Inc.

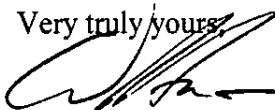
Dear Sirs:

Enclosed please find the following documentation regarding the above-mentioned matter, to-wit:

1. ORIGINAL of Articles of Incorporation and Registered Agent form for the above-referred corporation. An additional copy is enclosed to send back to this office.

Also enclosed is my trust account check no. 1486 in the amount of \$70.00 for the filing fees.

Very truly yours,



DAVID R. FARBSTAIN, ESQ.

DRF/me

ARTICLES OF INCORPORATION

OF

SMITH ORTHOPAEDICS, INC.

FILED  
2007 MAY -3 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this Corporation is SMITH ORTHOPAEDICS, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is: 505 NW 65th Ct., #102, Fort Lauderdale, Fl. 33309 and the name of the initial registered agent of this corporation is: DONALD GREGORY SMITH whose address is 505 NW 65th Ct., #102, Fort Lauderdale, Fl. 33309.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTEN, ESQ.  
8010 N. Univ. Dr., 2nd Fl.  
Tamarac, Fl. 33321  
Fla. Bar No. 198889  
954-586-0441

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the ByLaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

DONALD GREGORY SMITH

505 NW 65th Ct., #102  
Fort Lauderdale, Fl. 33309

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

DONALD GREGORY SMITH

505 NW 65th Ct., #102  
Fort Lauderdale, Fl. 33309

ARTICLE VIII - Amendments

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 12 day of April, 2007.

  
DONALD GREGORY SMITH

STATE OF FLORIDA

COUNTY OF Broward

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, DONALD GREGORY SMITH, known by me to be the person who executed the foregoing Articles of Incorporation. Further, said individual furnished the following type of identification to the undersigned, to-wit: FL DRIVERS LICENSE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 day of April, 2007.



DAVID R. FARBSTAIN  
MY COMMISSION # DD 281947  
EXPIRES: March 7, 2008  
Bonded Thru Budget Notary Services

  
NOTARY PUBLIC  
My Commission Expires:

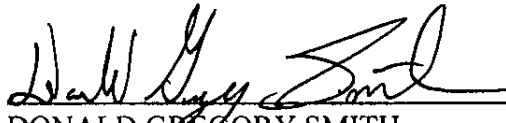
**CERTIFICATE DESIGNATING CHANGE OF PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.**

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in compliance with  
said Act:

FIRST: That SMITH ORTHOPAEDICS, INC. is qualified to do business under the laws of  
the State of Florida with its principal office at: 505 NW 65th Ct., #102, Ft. Lauderdale, Fl. 33309 and has  
appointed DONALD GREGORY SMITH of 505 NW 65th Ct., #102, Ft. Lauderdale, Fl. 33309 as its agent  
to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, a place designated in this  
certificate, I am familiar with, and hereby accept the duties and responsibilities as registered agent for said  
corporation and agree to comply with the provisions of said Act relative to keeping open said office.

  
DONALD GREGORY SMITH  
Resident Agent