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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Ortho Pathways Group, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
ORTHO PATHWAYS GROUP, INC.**

The undersigned, being a natural person competent to contract, does make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE ONE- NAME**

The name of the Company is ORTHO PATHWAYS GROUP, INC.

**ARTICLE TWO - DURATION**

The term of existence of the Company is perpetual.

**ARTICLE THREE - PURPOSE**

The Company may transact any and all lawful business for which corporations may be organized under the Florida Business Company Act.

**ARTICLE FOUR - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Company is 421-A St. Armands Circle, Suite 225, Sarasota, Florida 34236.

**ARTICLE FIVE - CAPITAL STOCK**

The maximum number of shares that the Company shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, \$0.0001 par value.

**ARTICLE SIX - REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 3101 N. Federal Highway, Suite 401, Fort. Lauderdale, Florida 33306. The name of the Company's registered agent at that office is Myra P. Mahoney, P.A.

**ARTICLE SEVEN - DIRECTORS**

This Company shall have at least one and no more than seven directors which number may be increased or decreased as provided in the bylaws. Mark Urbanski, with his address at 421-A St. Armands Circle, Suite 225, Sarasota, Florida 34236, shall serve as this initial director of the Company until the first annual meeting of the shareholders of the Company, or until one or more successors have been elected and qualify.

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#### **ARTICLE EIGHT – OFFICERS**

Stephen C. Bales, with his address at 421-A St. Armands Circle, Suite 225, Sarasota, Florida 34236, shall serve as the President and Chief Operating Officer of the Company, to serve at the pleasure of the Board of Directors until one or more successors are designated by the Board of Directors.

#### **ARTICLE NINE – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the incorporator is Mark Urbanski, 421-A St. Armands Circle, Suite 225, Sarasota, Florida 34236.

#### **ARTICLE TEN – INDEMNIFICATION**

The Company shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director to the full extent now or hereafter permitted by law.

#### **ARTICLE ELEVEN – AFFILIATED TRANSACTIONS**

This Company expressly elects not to be governed by Section 607.0901 of the Florida Business Company Act, as amended from time to time, relating to affiliated transactions.

#### **ARTICLE TWELVE – CONTROL SHARE ACQUISITIONS**

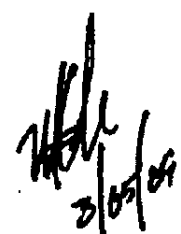
This Company expressly elects to be governed by Section 607.0902 of the Florida Business Company Act, as amended from time to time, relating to control share acquisitions.

#### **ARTICLE THIRTEEN – BYLAWS**

The bylaws of the Company shall be adopted by the initial director and may thereafter be altered, amended or rescinded by the shareholders in the manner as provided in the bylaws of the Company.

#### **ARTICLE FOURTEEN – AMENDMENTS TO ARTICLES**

These Articles of Incorporation may only be amended by the affirmative vote of the holders of at least 80% of the voting power of all shares of the Company entitled to vote at a regular or special meeting or by written consent in lieu of a meeting as provided in the bylaws of the Company.




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IN WITNESS WHEREOF, the undersigned, for the purposes of forming a corporation under the Florida Business Corporations Act, has executed these Articles of Incorporation this 5th day of March, 2009.

  
Mark Urbanski, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Myra P. Mahoney, Registered Agent

3/6/09  
Date

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