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SETH STOPEK, P.A.

ONE INTERNATIONAL PLACE
100 SOUTHEAST 2nd STREET • SUITE 2800
MIAMI, FLORIDA 33131

(305) 536-6259 • FAX (305) 539-1307

FILED
95 FEB -6 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 1, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

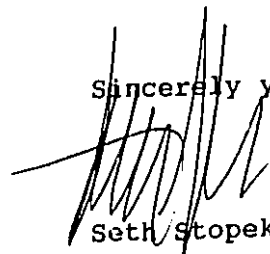
RE: SOUTH FLORIDA ORTHOPAEDICS, P.A.

Gentlemen:

Enclosed herewith you will find three original Articles of Incorporation for the above corporation together with a check for the filing fee and a certified copy in the amount of \$122.50. Please return the Certificate and certified copy of the Articles to me at the above address.

Thank you.

Sincerely yours,



Seth Stopek

SS:vg
Enclosures

2/9/95


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ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA ORTHOPAEDICS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SOUTH FLORIDA ORTHOPAEDICS, P.A.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The general purposes for which the corporation is initially organized are:

To render the following specific professional service (as defined in Section 621.03 of the Professional Service Corporation Act) and none other, to wit: the personal services rendered by physicians in the practice of medicine as provided by Chapter 458 of the Florida Statutes or any successor statute providing therefore.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not

prohibited by, the Professional Service Corporation Act.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Professional Registered Agent Corp.
100 S.E. Second Street
Suite 2800
Miami, Florida 33131

ARTICLE VI

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

Professional Registered Agent Corp.
100 S.E. Second Street
Suite 2800
Miami, Florida 33131

ARTICLE VII

The mailing address of the corporation is:

2845 Aventura Boulevard
Aventura, Florida 33180

Executed at Miami, Florida this 19 day of February, 1995.

PROFESSIONAL REGISTERED AGENT CORP.

By: 

President and not individually

ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of SOUTH FLORIDA ORTHOPAEDICS, P.A., the undersigned accepts such appointment, and agrees to act in such capacity.

Dated this 18th day of February, 1995.

PROFESSIONAL REGISTERED AGENT CORP.

By: [Signature]
President and not individually

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3/15/96
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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A.
DEPARTMENT OF STATE 2601 S BAYSHORE DR
STATE OF FLORIDA SUITE 1600
409 EAST GAINES STREET MIAMI FL 33133- 02-
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
FAX: (305) 858-4777

DOCUMENT TYPE: BASIC AMENDMENT
NAME: SOUTH FLORIDA ORTHOPAEDICS, P.A.
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Corporation.
Linda

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA ORTHOPAEDICS, P.A.**

FILED
96 MAR 15 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Secretary of South Florida Orthopaedics, P.A., does hereby adopt these Articles of Amendment to the Articles of Incorporation and amends the Articles as follows:

1. The Preamble is hereby amended and restated in its entirety as follows:

The undersigned, for the purpose of forming a corporation for profit under the provisions of Chapter 607 of the Florida Statutes, hereby makes, subscribes, acknowledges, and files the following Articles of Incorporation:

2. Articles I is hereby amended and restated in its entirety as follows:

The name of the Corporation shall be:

South Florida Orthopaedics, Inc.

3. Article III is hereby amended and restated in its entirety as follows:

This Corporation shall have the authority to engage in the practice of medicine as authorized under the laws of the United States of America and the State of Florida, including, but not limited to performing any and all acts whatsoever in order to implement the business purpose of this Corporation.

4. In all other respects, the Articles of Incorporation of South Florida Orthopaedics,

P.A. shall remain in full force and effect as originally adopted.

This document prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

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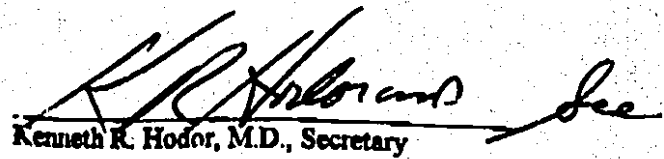
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5. These Articles Of Amendment were adopted by all of the shareholders and the sole director of the Corporation on March 15, 1996.


Kenneth R. Hodor, M.D., Secretary