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NAME: ORTHOPEDIC DESIGNS, INC.

AUDIT NUMBER.....H98000021786

DOC TYPE.....BASIC AMENDMENT

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TALLAHASSEE, FLORIDA

Amendment

11/23/98

DC

H98000021786

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORTHOPEDIC DESIGNS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV. of the Articles of Incorporation of Orthopedic Designs, Inc., a Florida corporation (the "Company" or the "Corporation"), is hereby amended to read in its entirety as follows:

**"ARTICLE IV.
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is 20,000,000 shares of common stock, par value \$0.00005 per share, designated as "Common Stock".

Upon the filing with the Department of State of the State of Florida of these Articles of Amendment to the Articles of Incorporation of the Corporation to cause Article IV. to read as set forth herein (the "Effective Date") [such Article IV. originally having provided for 1,000 shares of \$1.00 par value common stock, and having previously been amended effective June 28, 1996 to change the authorized capital to 100,000,000 shares of \$0.00001 par value common stock (thereby intending to effect a division at that date of the then outstanding Common Stock as a 510,000-to-one stock split), and thereafter having been further amended effective August 13, 1996 to change the authorized capital to 20,000,000 shares of \$0.00005 par value common stock (thereby intending to effect a combination at that date of the then outstanding Common Stock as a one-for-five reverse stock split)], each issued and outstanding share of Common Stock, \$0.00005 par value, shall thereby and thereupon, automatically and without further action on the part of the holder thereof, be reclassified, changed and converted into one-fifth of a validly issued, fully paid and nonassessable share of Common Stock, \$0.00005 par value, thereby effecting a further combination at the Effective Date of the then outstanding Common Stock as a one-for-five reverse stock split of the Common Stock. Each certificate which immediately prior to the Effective Date represented shares of Common Stock, \$0.00005 par value, shall, from and after the Effective Date, represent one-fifth of that same number of shares of Common Stock, \$0.00005 par value, and the Corporation shall thereafter issue certificates representing such appropriate number of shares of Common Stock upon surrender of outstanding certificates representing such reverse split shares; provided, however, that the Corporation shall not issue fractional shares resulting from this combination in the form of a one-for-five reverse stock split, but shall instead pay the fair value of \$1.00 for each such fractional share. Options or rights to acquire or to be issued shares of Common Stock outstanding at the Effective Date shall, from and after the Effective Date, be deemed to refer to one-fifth of that same number of shares of Common Stock, \$0.00005 par value."

Ronald L. Stephenson, Florida Bar No. 0679331
LeCompte & Stephenson, P.A. (813) 823-5000
100 Second Avenue South, Suite 1201, St. Petersburg, FL 33701

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The foregoing amendment was adopted by the written consent dated November 20, 1998 of the holders of more than a majority of the outstanding shares of common stock, \$0.00005 par value, of the Corporation in accordance with Section 607.0704, *Florida Statutes*. The holders of the common stock, \$0.00005 par value, of the Company were the only voting group entitled to vote on the amendment, and the number of votes cast for the adoption of the amendment by that voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the Chairman of the Company has executed these Articles of Amendment on November 20, 1998.

Orthopedic Designs, Inc.

By 
Dale G. Bramlet, Chairman

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