

P950000 21214

NORMAN SOMBERG, P. A.

ATTORNEY AT LAW

110 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE 358-2467

March 8, 1995

FILED
MAR 16 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

700001428747
-03/14/95--01000--005
***122.50 ***122.50

RE: LEMARE ORTHOPAEDICS, INC.

Dear Sir:

Enclosed are an original and one copy of the Articles of Incorporation of the reference corporation for filing.

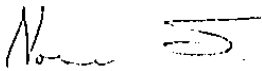
Also enclosed is a check in the amount of \$122.50 for payment as follows:

| | |
|-------------------|--------------|
| Filing fee: | \$35.00 |
| Registered Agent: | 35.00 |
| Certified Copy: | <u>52.50</u> |

| | |
|-------|----------|
| Total | \$122.50 |
|-------|----------|

Thank you very much for your cooperation.

Very truly yours,



NORMAN SOMBERG

NS/ps
Encls

R. GRESSER MAR 16 1995

**ARTICLES OF INCORPORATION
OF**

LEMARE ORTHOPAEDICS, INC.

**ARTICLE I
NAME**

The name of the Corporation is:

LEMARE ORTHOPAEDICS, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the Corporation is:

8881 N. W. 18th Terrace
Miami, Florida 33172

**ARTICLE V
MAILING ADDRESS**

8881 N. W. 18th Terrace
Miami, Florida 33172

**ARTICLE VI
AUTHORIZED SHARES**

The total amount of authorized shares is One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

FILED
1995 MAR 14 PM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE VII
INCORPORATOR

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

JULIO E. ESTAY

8881 N. W. 18th Terrace
Miami, Florida 33172

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation this 24th day of March, 1995.


JULIO E. ESTAY

STATE OF FLORIDA)

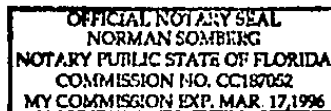
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before
me, an officer duly authorized to administer oaths and take
acknowledgements, JULIO E. ESTAY, who is personally known to me and
who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he signed and executed the same for the
purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at Miami, Dade County, Florida, this 7 day of
March, 1995.


Notary Public State of Florida

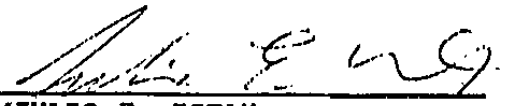
My Commission expires: _____



CERTIFICATE DESIGNATION REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT LEMARE ORTHOPAEDICS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED NORMAN
SOMBERG LOCATED AT 1110 BRICKELL AVENUE, SUITE 605, MIAMI, FLORIDA
33131 AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA.


JULIO E. ESTAY

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


NORMAN SOMBERG

FILED
1995 MAR 14 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA