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MEISLER & SMITH, P.A.

ATTORNEYS AT LAW

SUITE 212

10211 WEST SAMPLE ROAD
CORAL SPRINGS, FLORIDA 33065

MICHAEL C. MEISLER D
RONALD J. SMITH
EDWARD J. O'HARE †

D Also D.C. & New Mexico Bars
† Also New York Bar

(305) 752-4344

FACSIMILE: (305) 755-3394

May 22, 1995

OF COUNSEL

ROBERT A. AUERBACH, P.A.†
WILLIAM G. PORTER, P.A.
NATHAN BITTNER *

* Also New York & New Jersey Bars

FILED
MAY 26 AM 10:12
CLERK OF STATE
TALLHASSEE, FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300001498823
-05/26/95--01031-015
****122.50 ****122.50

Re: Articles of Incorporation for
ORTHO-SPORTS PRODUCTS, INC.

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for ORTHO-SPORTS PRODUCTS, INC. to be filed with the Secretary of State and a certified copy returned to this office.

Also enclosed is a check in the amount of \$122.50 for the filing fee.

In the event you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



LOU DOLAN
Office Administrator

MLD/lou
Enclosures



ARTICLES OF INCORPORATION
OF

ORTHO-SPORTS PRODUCTS, INC.

ARTICLE I - NAME

The name of this corporation is ORTHO-SPORTS PRODUCTS, INC., located at 10211 West Sample Road, Suite 212, Coral Springs, Florida 33065.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares" and 50,000 shares at no par value which shall be designated "Preferred Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10211 West Sample Road, Suite 212, Coral Springs, Florida 33065, and the name of the initial registered agent of this corporation at that address is Meisler & Smith, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The names and addresses of the initial Board of Directors of this corporation are:

SECRET
MAY 28 1968
TALLAHASSEE, FLA.

Michael C. Meisler 10211 W. Sample Road, Suite 212
Coral Springs, Florida 33065

Louis Cantor 7131 Hialeah Lane
Parkland, Florida 33067

Ronald J. Smith 10211 W. Sample Road, Suite 212
Coral Springs, Florida 33065

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is: Michael C. Meisler, 10211 West Sample Road, Suite 212, Coral Springs, Florida 33065.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

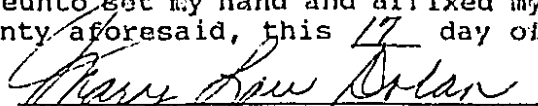
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of May, 1995.


MICHAEL C. MEISLER

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MICHAEL C. MEISLER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 day of May, 1995.


Notary Public
State of Florida at Large

My commission expires:



MARY LOU DOLAN
My Commission CC443089
Expires Mar. 02, 1999
Bonded by HAI
800-422-1555

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT ORTHO-SPORTS PRODUCTS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 10211 WEST SAMPLE ROAD, SUITE 212, CORAL SPRINGS, STATE OF FLORIDA, HAS NAMED MICHAEL C. MEISLER, LOCATED AT 10211 WEST SAMPLE ROAD, SUITE 212, CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

MICHAEL C. MEISLER

TITLE: President

DATE: May 17, 1995

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

MEISLER & SMITH, P.A.

BY: 

RONALD J. SMITH
(Resident Agent)

DATE: May 22, 1995