



1201 HAYS STREET  
TAMPA, FL 33602  
800-342-8086  
P9500058592

ACCOUNT NO. : 0721000000032

REFERENCE : 650223 5312A

AUTHORIZATION : *Patricia Ryzick*  
COST LIMIT : 9

ORDER DATE : July 28, 1995

ORDER TIME : 10:18 AM

ORDER NO. : 650223

100001548541

CUSTOMER NO: 5312A

CUSTOMER: Ms. Katherine Russell  
ANNIS MITCHELL COCKEY  
EDWARDS & ROEHN, P.A.  
Suite 2100  
201 North Franklin Street  
Tampa, FL 33602

DOMESTIC FILING

NAME: NATIONAL KNEEE BRACE, INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: T. BROWN JUL 28 1995

FILED  
95 JUL 28 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION  
OF  
NATIONAL KNEE BRACE, INC.

FILED  
95 JUL 28 PM 3:35  
SECRET  
FALLMUS, DEPT. OF  
JOA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: NATIONAL KNEE BRACE, INC.  
The mailing and street address of this Corporation is: 11300 N. Central Avenue, Tampa, Florida 33612.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its

stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Fred S. Ridley.

#### ARTICLE VII

##### Incorporator

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

<u>Name</u>	<u>Address</u>
Fred S. Ridley	201 N. Franklin Street Suite 2100 Tampa, Florida 33602

ARTICLE VIII

Bylaws

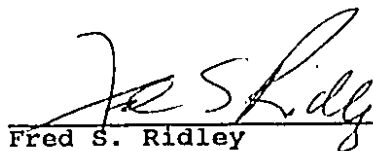
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE IX

Amendment

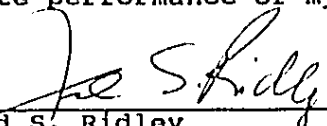
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 27th day of July, 1995.

  
Fred S. Ridley

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Fred S. Ridley

Dated: July 27, 1995

-0287029.01

FILED  
95 JUL 28 PM 3:35  
RECEIVED  
TOLSON  
FBI  
WASHINGTON, D.C.

# P95000058592

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

MICHAEL D. ANNIS  
ENOLA T. BROWN  
ELITA D. COMBS  
PRESTON O. COCKEY, JR.  
JODIE L. CORRIGAN  
ROBERT M. GABLEY  
KIRK B. DAVIS  
JEFFREY M. DEAN  
KENNETH A. DIAMOND  
GREGORY W. DWORZANOWSKI  
JOSEPH F. EDWARDS  
W. KEITH FENDRICK  
WILLIAM M. FLOHIN  
DAVID A. GOLDBSTEIN  
D. LOCKWOOD GRAY  
CHRISTOPHER L. GRIFFIN  
MERCEDES GONZALEZ HALE  
MARK B. HOWARD  
MICHAEL H. HUDSICK  
BARBARA HARDY HUNT  
LAWRENCE P. INGHAM  
GARY W. JOHNSON

PROFESSIONAL ASSOCIATION  
SUITE 2100  
ONE TAMPA CITY CENTER  
POST OFFICE BOX 3433  
TAMPA, FLORIDA 33601  
TELEPHONE (813) 229-3321  
FACSIMILE (813) 223-9057  
AVAILABLE FOR CONSULTATION  
KÄRTEL, VOLLHARDT & PARTNER  
KUNFORDSTENDAMM 36  
D-10719 BERLIN  
GERMANY  
OR-49-30-805-7710  
FAX OR-49-30-801-1301

ELIZABETH V. KELLEY  
STEPHEN L. KUBONEH  
DAVID L. LAMDEB  
THOMAS M. LITTLE  
W. EDWIN LITTON, II  
ROBERT D. McLEAN  
MARION PORTER MATHIASON  
STEPHEN J. MITCHELL  
SEAN P. MURPHY  
LEE E. NELSON  
CLAUDIUS H. PRITCHARD, V.  
JOHN H. RAINB, III  
BENJAMIN D. REEDE, II  
FRED B. RIDLEY  
ROBERT L. ROCKE  
THOMAS J. ROCKIN  
JOSEPH W. N. RUGG  
STEVEN M. SAMANA  
OLIN G. SHIVERS  
DEBRA K. SMETANSKI  
GLENN T. SUNDIN  
STEPHEN J. SZABO, III  
JOSEPH N. TUCKER  
RANDOLPH J. WOLFE

FREDERICK B. KARL  
OF COUNSEL

December 20, 1995

## FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: National Knee Brace, Inc.  
Document No. P95000058592  
Our File No. 5429-001

100001671581  
-12/27/95--01027--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Madam or Sir:

Enclosed please find an original and one copy of the Articles of Dissolution of National Knee Brace, Inc. Please file the Articles of Dissolution, place your "Filed" stamp on the enclosed copy of the document, and issue a Certificate of Status. Also enclosed is our check in the amount of \$43.75 to cover the filing and certificate fee.

Please return evidence of the filing to the undersigned's attention in the envelope enclosed for that purpose. If you have any questions, please let us know.

Sincerely,

*Katherine Russell*  
Katherine Russell  
Legal Assistant

KR/mhl  
Enclosures  
5429-001-0313325.01

95 DEC 26 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*John*  
Vol. Diss.  
C.U.S.

ARTICLES OF DISSOLUTION  
OF  
NATIONAL KNEE BRACE, INC.

511 1310  
95 DEC 26 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. The name of this corporation is NATIONAL KNEE BRACE, INC.  
(Florida Document No. P95000058592).

2. Dissolution of this corporation was authorized pursuant  
to a Memorandum of Action in Lieu of a Special Meeting of the  
Shareholders of this corporation dated December 14, 1995,  
1995. The number of votes cast in favor of dissolution was  
sufficient for approval.

3. These Articles of Dissolution shall be effective upon the  
effective date of filing with the Florida Department of State.

Dated this 14th day of December, 1995.

NATIONAL KNEE BRACE, INC.,  
a Florida corporation

By: [Signature]  
R.N. Welsser, President