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FILED

95 AUG -7 11:11:24 AM '95  
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August 2, 1995

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03/08/95--01075--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

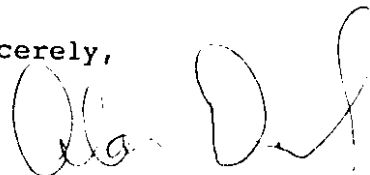
Re: Articles of Incorporation of  
Florida Musculoskeletal Network, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Florida Musculoskeletal Network, Inc., together with a check for \$70.00 to cover the \$35.00 filing fee and \$35.00 fee for designation of registered agent.

Once the Articles of Incorporation have been filed, the copy, stamped with the date of filing, should be returned to the undersigned.

Sincerely,



Alan H. Daniels

/spp  
Enclosures (3)

Copy to: Jay Pierce

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ARTICLES OF INCORPORATION  
OF  
FLORIDA MUSCULOSKELETAL NETWORK, INC.

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The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Florida Musculoskeletal Network, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 1311 Orange Avenue, Winter Park, Florida 32789, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand one hundred (10,100), of which five thousand (5,000) shares having a par value of \$0.01 per share shall be shares of Class A voting common stock and five thousand one hundred (5,100) shares having a par value of \$0.01 per share shall be shares of Class B voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock and Class B voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock or Class B voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation; provided, however, that with respect to the voting of shares for the election of directors of the Corporation:

(a) except as otherwise set forth in a written agreement executed by all shareholders of this Corporation (as determined as of the date of execution of said agreement), holders of Class A voting common stock shall have the right to elect such number of directors as shall equal the quotient of the total number of directors to be elected less one, divided by two (rounded down to a whole number),

(b) holders of Class B voting common stock shall have the right to elect the remainder of the directors to be elected, and

(c) until such time as shares of Class A voting common stock are issued, holders of Class B voting common stock shall have the right to elect all of the directors of the Corporation.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and

restrictions for both Class voting common and Class B voting common stock shall be identical in all respects. Accordingly, each share of Class A voting common stock and Class B voting common stock shall receive equal dividends if and when declared by the Board of Directors, and, in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of Class A voting common stock and Class B voting common stock in proportion to the number of shares held by the holders of such shares.

#### ARTICLE IV - INITIAL REGISTERED OFFICE

##### AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Alan H. Daniels. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Alan H. Daniels	800 North Magnolia Avenue Suite 1500 Orlando, Florida 32803

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statute, as the same may be from time to time amended.

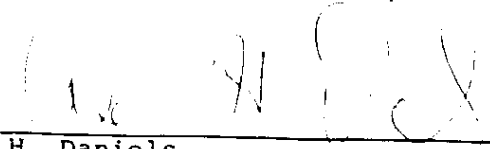
ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

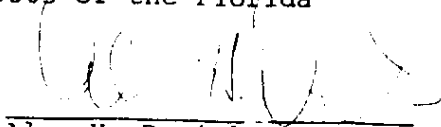
ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida this 2nd day of August, 1995.

  
\_\_\_\_\_  
Alan H. Daniels

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

\_\_\_\_\_  
Alan H. Daniels

Date: August 2nd, 1995