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95 AUG 22 11:11:05  
DIVISION OF CORPORATIONS

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400001565314  
-08/22/95--01045--012  
\*\*\*\*700.00 \*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
ORTHOTRANS, INC.

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☒ Walk in

☒ Pick up time 2

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 22 PM 1:15

8/22/95  
Examiner's Initials WJW

**ARTICLES OF INCORPORATION**  
**OF**  
**ORTHOTRANS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 22 PM 1:15

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **ORTHOTRANS, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 700 West Leeland Heights Boulevard, Lehigh Acres, Florida 33936 and the mailing address is Post Office Box 1361, Lehigh Acres, Florida 33970.

**ARTICLE 4 - INCORPORATOR**

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

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Dr. Gerhard Ascher
Vice-President:	Susanne Ascher
Secretary:	Dr. Gerhard Ascher
Treasurer:	Johann Psuner



**AMERILAWYER®**

## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Dr. Gerhard Ascher

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 13 - EFFECTIVE DATE**

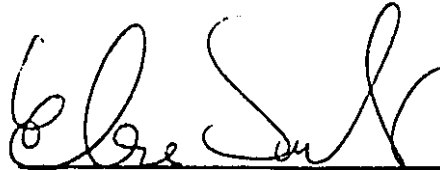
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21 August 1995.



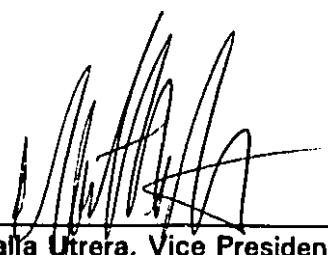
Elsie Sanchez, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 22 PM 1:15

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Natalia Utrera, Vice President

ART119C



**AMERILAWYER®**

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

# ORTHOTRANS Inc.

700 W. Leeland Hgts. Blvd., Lehigh Acres, FL-33936, Phone (941) 369 8389, Fax (941) 369 6282

Florida Department of State  
Division of Corporation  
Ms. Darlene Connell  
P. O. Box 6327  
Tallahassee, FL 32314

Lehigh Acres, 1/1/96

P95 000064785

## Changes of Articles

000001637410  
-01/25/96--01013--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CF.35

Dear Ms. Connell,

Enclosed you will find a request for changing the registered agent for our corporation. Also we include a check in the amount of \$ 35.00 for processing this request. If you have any questions regarding this change of articles please feel free to call.

Sincerely,

  
Gerhard F. Ascher  
(President)

## Enclosures

- 1 Letter of new Agent
- 1 Form for Changing Article (2 Sheets)
- 1 Check for Processing Fee

FILED  
96 JAN 22 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment  
1/22/96  
De

# **ORTHOTRANS Inc.**

700 W. Leeland Hghts. Blvd., Lehigh Acres, FL-33936, Phone (941) 369 8389, Fax (941) 369 6282

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Florida Department of State  
Division of Corporation  
Ms. Darlene Connell  
P. O. Box 6327  
Tallahassee, FL-32314

Lehigh Acres, 1/4/96

## **Changes of Articles**

Dear Ms. Connell,

Enclosed you will find a request for changing the registered agent for our corporation. Also we include a check in the amount of \$ 5.00 for processing this request. If you have any questions regarding this change of articles please feel free to call.

Sincerely,



Gerhard F. Ascher  
(President)

## **Enclosures**

- 1 Letter of new Agent
- 1 Form for Changing Article (2 Sheets)
- 1 Check for Processing Fee



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 10, 1996

GERHARD F. ASCHER  
ORTHOTRANS INC.  
700 WEST LEELAND HGHTS. BLVD.  
LEHIGH ACRES, FL 33936

SUBJECT: ORTHOTRANS, INC.  
Ref. Number: P95000064785

We have received your document for ORTHOTRANS, INC. and check(s) totaling \$5.00. However, your check(s) and document are being returned for the following:

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 796A00001283



**Articles of Amendment  
to  
Articles of Incorporation  
of**

**Orthotrans, Inc.**

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST: Amendment adopted:**

**ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT**

**The address of registered office of this corporation is Heinz S. Pfuner, P. O. Box 1361, Lehigh Acres, FL-33970. The name and address of the registered agent of this corporation is Heinz S. Pfuner, 613 L'Homedieu St., P. O. Box 1361, Lehigh Acres, FL-33970.**

**SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions of implementing if not contained in the amendment itself, are as follows:**

**THIRD: The date of each amendment's adoption is 01/01/96**

**FILED**  
96 JAN 22 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *the following statement must be separately provided for each voting group entitled to vote separately on amendment(s):*

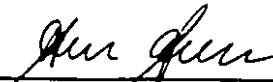
"The number of votes cast for the amendment(s) was/were

sufficient for approval by \_\_\_\_\_."  
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ the amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required

Signed this 1st Day of January, 1996



\_\_\_\_\_  
(Gerhard F. Ascher, President)

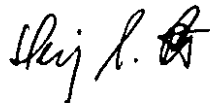
Heinz S. Pfuner  
613 L'Honnmedieu St.  
P. O. Box 1361  
Lehigh Acres, FL 33970

Lehigh Acres, 1/1/96

**Change of Registered Office and  
Registered Agent of ORTHOTRANS, Inc.**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Sincerely,

A handwritten signature in cursive script, appearing to read "Heinz S. Pfuner", followed by a small star-like flourish.

Heinz S. Pfuner