



January 3, 1995

VIA OVERNIGHT EXPRESS

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

Re: Comprehensive Orthopedic Care, Inc.  
Name Reservation No.: R95000005793

100001678791  
-01/04/95--01083--017  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Comprehensive Orthopedic Care, Inc. Please certify the enclosed copy and return it to me at the following address:

James A. Rowe  
Corporate Counsel  
Comprehensive Care Corporation  
4200 W. Cypress Street  
Suite 300  
Tampa, FL 33607

Also enclosed is a check in the amount of \$122.50 payable to the "Department of State" such sum representing the filing fee (\$35.00), the Designation of Registered Agent fee (\$35.00), and the certified copy fee (\$52.50).

Sincerely yours,



James A. Rowe  
Corporate Counsel

Enclosures

compcare:COC

FILED  
96 JAN -4 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 1/4/96

**ARTICLES OF INCORPORATION**  
**FOR**  
**COMPREHENSIVE ORTHOPEDIC CARE, INC.**

**FILED**  
96 JAN -4 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation is **COMPREHENSIVE ORTHOPEDIC CARE, INC.** The principal address is:

4200 West Cypress Street  
Suite 300  
Tampa, Florida 33607

**ARTICLE II**

**Duration**

The duration of the corporation is perpetual.

**ARTICLE III**

**Purpose**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares which the corporation is authorized to issue is FIFTY THOUSAND (50,000) shares of common stock. Such shares will be of a single class and shall have a par value of ONE DOLLAR (\$1.00) per share.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 4200 West Cypress Street, Suite 300, Tampa, Florida 33607, and the name of its initial registered agent at that address is JAMES A. ROWE.

## ARTICLE VI

### Initial Board of Directors

The number of directors constituting the initial Board of directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than one(1). The names and addresses of the initial directors of the corporation are as follows:

Chriss W. Street  
350 West Bay Street  
Costa Mesa, California 92627

Ronald G. Hersch, Ph.D.  
4200 West Cypress Street  
Suite 300  
Tampa, Florida 33607

David K. Selby, M.D.  
2124 Research Row  
Dallas, Texas 75235

**ARTICLE VII**

**Incorporator**

The name and address of the incorporator is as follows:

Ronald G. Hersch, Ph.D.  
4200 West Cypress Street  
Suite 300  
Tampa, Florida 33607

**ARTICLE VIII**

**Indemnification**

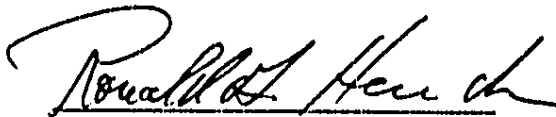
The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

**ARTICLE IX**

**Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles  
of Incorporation on this 29 day of December, 1995.

  
RONALD G. HERSCH  
Incorporator

STATE OF FLORIDA     )  
COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 29th  
day of December, 1995, by Ronald G. Hersch, who  
is personally known to me and who did not take an oath.

NOTARY PUBLIC:

Signature Jean C. Cheney  
Print JEAN C. CHENEY  
State of Florida at Large (Seal)  
My Commission Expires:



JEAN C CHENEY  
My Commission CC480788  
Expires Aug. 20, 1999

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**COMPREHENSIVE ORTHOPEDIC CARE, INC.**

2. The name and address of the registered agent and office is:

**JAMES A. ROWE**  
4200 West Cypress Street  
Suite 300  
Tampa, Florida 33607

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

  
JAMES A. ROWE

DATE: 12/29/95

96 JAN -4 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED



P96000002683

ACCOUNT NO. : 072100000032

REFERENCE : 281799 4319459

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : March 4, 1997

ORDER TIME : 10:14 AM

ORDER NO. : 281799

CUSTOMER NO: 4319459

CUSTOMER: Ms. Tasha Dolan  
Comprehensive Care Corporation  
Suite 100  
1111 Bayside Drive  
Corona Del Mar, CA 92625

CHANGE OF AGENT

NAME: COMPREHENSIVE ORTHOPEDIC CARE,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

FILED  
97 MAR 19 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAR 19 AM 11:18  
DIVISION OF CORPORATION

Rich  
3-19



Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: COMPREHENSIVE ORTHOPEDIC CARE, INC.

1b. The mailing address of the corporation is: 4200 W. CYPRESS STREET, SUITE 300,  
TAMPA, FLORIDA 33607

1c. Date of Incorporation: 01-04-96 Document number: P96000002683

2. The name and address of the current registered agent and office:

JAMES A. ROWE  
4200 W. CYPRESS SUITE #300  
TAMPA, FL 33607

3. The name and address of the new registered agent and office: (P.O. Box Not Accepted)

THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYS STREET  
TALLAHASSEE, FLORIDA 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Kerri Ruppert  
(Signature of an officer, chairman or  
vice chairman of the board)

3-13-97  
(Date)

KERRI RUPPERT, SENIOR VICE-PRESIDENT  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: Nehorah R. Skipper  
(Signature of Registered Agent)

3/19/97  
(Date)

If signing on behalf of an entity:

THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
(Typed or Printed Name)

As agent  
(Capacity)

FILED  
97 MAR 19 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA