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FRESE, NASH & TORPY, P.A.  
ATTORNEYS AT LAW

GARY B. PRINE †  
CHARLES IAN NASH \*  
VINCENT G. TORPY, JR. †  
GREGORY S. HANSON †  
RICHARD R. TORPY  
J. PATRICK ANDERSON †  
LAURA L. ANDERSON \*  
STEPHEN R. HUNTON  
PATRICK R. ROGIER

CHRIS BATES, FOUNDER  
OF COUNCIL

930 S. HANCOCK CITY BLVD.  
SUITE 505  
MILWAUKEE, FLORIDA 32901  
(407) 986-8800  
FAX (407) 981-8761

† BOARD CERTIFIED IN TAXATION  
\* BOARD CERTIFIED IN WILL, TRUST & ESTATE  
‡ BOARD CERTIFIED IN CIVIL TRIAL LAW  
○ BOARD CERTIFIED IN REAL ESTATE LAW

January 31, 1996

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-02/02/96--01033--004  
\*\*\*122.50 \*\*\*122.50

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

EFFECTIVE DATE  
1-31-96

Re: Shekhar S. Desai, M.D., Incorporated  
Our File No. 95-5047

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.

  
J. Patrick Anderson

JPA:sld  
Enclosures

accstate\accstate.art

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB - 2 PM 2:40

ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB -2 PM 2:40

SHEKHAR S. DESAI, M.D., INCORPORATED EFFECTIVE DATE

The undersigned incorporator, being a natural person <sup>1-31-96</sup>competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Shekhar S. Desai, M.D., Incorporated.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

The initial street and mailing address of the principal place of business of the Corporation is 1071 Port Malabar Boulevard, N.E., Suite 107, Palm Bay, Florida 32905. The initial address in

Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

#### ARTICLE VI

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Shekhar S. Desai, M.D.  
1071 Port Malabar Boulevard, N.E.  
Palm Bay, Florida 32905

#### ARTICLE VII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

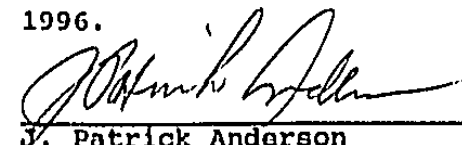
#### ARTICLE VIII

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.


ARTICLE IX

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 31<sup>st</sup> day of January, 1996.

  
J. Patrick Anderson

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

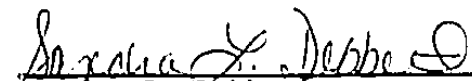
  
J. Patrick Anderson  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -2 PM 2:40

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, J. Patrick Anderson, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 31<sup>st</sup> day of January, 1996.

  
Sandra L. Debbert  
Notary Public  
State of Florida at Large



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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SHEKHAR S. DESAI, M.D., INCORPORATED, a Florida corporation,  
P96000011825

INTO

BREVARD ORTHOPAEDIC CLINIC, INC., a Florida corporation,  
P95000075234

File date: March 19, 1996

Corporate Specialist: Darlene Connell