

P96000018199

EXECUTIVE MANAGEMENT & CONSULTANT SERVICES, INC.
755 East 49th Street, Suite 4
Hialeah, Florida 33013

Tel. (305) 769-9888

Fax. (305) 769-0580

February 16th, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 26 AM 11:42

FLORIDA
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

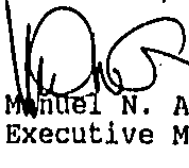
Dear Sir:

100001722861
-02/23/96--01068--012
****122.50 ****122.50

Please process the enclosed Articles of Incorporation for ORTHOTICS and
PROSTHETIC, Inc.

If you should have any questions, you may reach me at this office.

Thank You,


Manuel N. Alvarez
Executive Management

54
2/28

ARTICLES OF INCORPORATION
OF
ORTHOTICS and PROSTHETIC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 11:42

ARTICLE I - NAME

The name of this corporation is:
ORTHOTICS and PROSTHETIC, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED SHARES (100) at \$10.00 TEN DOLLARS par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office this corporation is

2268 SW 8th Street
Miami, Florida 33135

and the name of the initial registered agent of this corporation at that address is Miguel Leon. The principal office shall be the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director initially. The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By-Laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

NAME

ADDRESS

MIGUEL LEON

4820 SW 135th PLACE
Miami, Florida 33175

ARTICLES IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that he or such firm so interested shall be disclosed or shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles on Incorporation are:

NAME

ADDRESS

MIGUEL LEON

4820 SW 135th PLACE
Miami, Florida 33175

ARTICLE XII - BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them such By-Law shall be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

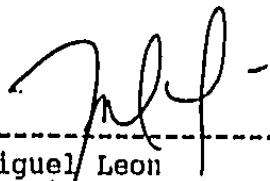
This corporation shall have all the powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

These Articles of Incorporated may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of February , 1996.



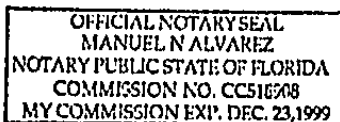
Miguel Leon
President/Secretary

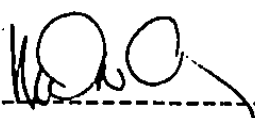
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared MIGUEL LEON known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and the acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of February , 1996.

My Commission expires:





Manuel N. Alvarez
Notary Public
State of Florida

FILED STATE
SECRETARY OF CORPORATIONS
96 FEB 26 AM 11:42

CERTIFICATION DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That ORTHOTICS and PROSTHETIC, Inc. desiring to organize under
the laws of the State of Florida with its principal office, as indicated
in the Articles of Incorporation at City of Miami, County of Dade, State
of Florida has named MIGUEL LEON located at 2268 SW 8th Street, City of
Miami, County of Dade, State of Florida, as its agent to accept services
of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.

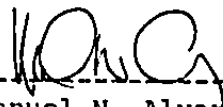


Miguel Leon
REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and country aforesaid, this 16th day of
February, 1996.

My Commission expires:

OFFICIAL NOTARY SEAL
MANUEL N ALVAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC518908
MY COMMISSION EXP. DEC. 23, 1999



Manuel N. Alvarez
Notary Public
State of Florida

P96000018199

EXECUTIVE MANAGEMENT & CONSULTANT SERVICES, INC.

2100 West 76th Street, Suite 207
Mialeah, Florida 33016

Tel. (305) 825-3111

Fax. (305) 825-3080

December 20th, 1996

FLORIDA
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

400002041544--0
-12/30/96--01088--005
*****35.00 *****35.00

Dear Sir/Moam:

Please process the following Amendment Articles of ORTHOTICS and PROSTHETIC, INC.

Enclosed with this letter is a check in the amount of \$ 35.00 (Thirty-Five US Dollars) filing fee.

If you should have any questions regarding this process please contact our office.

Thank You,


Manuel N. Alvarez
Executive Management

SH 1/7
Amor

FILED
97 JAN 16 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1997

Manuel N. Alvarez
Executive Management & Consultant Serv.
2100 W. 76th St., Suite 207
Hialeah, FL 33016

SUBJECT: ORTHOTICS AND PROSTHETIC, INC.
Ref. Number: P96000018199

We have received your document for ORTHOTICS AND PROSTHETIC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 397A00001354

ARTICLES OF AMENDMENT
TO
ORTHOTICS and PROSTHETIC, INC.

FILED
97 JAN 16 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: ORTHOTICS and PROSTHETIC, INC.

SECOND:

The following amendment to the Articles of Incorporation was adopted by the corporation:

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have 2 Directors initially. The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By-Laws but shall never be less than one (1).

ARTICLE VIII Directors

The name and street address of each of the members of the Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MIGUEL LEON	4820 SW 135th PLACE Miami, Florida 33175
LIODELVIO C LUIS	11762 SW 88th STREET APT 117 Miami, Florida 33186

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles on Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
MIGUEL LEON	4820 SW 135th PLACE Miami, Florida 33175
LIODELVIO C LUIS	11762 SW 88th STREET APT 117 Miami, Florida 33186

The following persons were elected to hold the following offices in the corporation:

MIGUEL LEON - President/Secretary

LIODELVIO C LUIS - Vice President

THIRD: The date of each amendment's adoption: December 20th , 1996.

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.

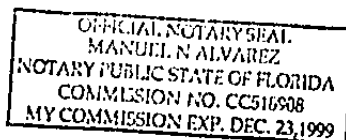
STATE OF FLORIDA
COUNTY OF DADE

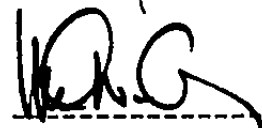
IN WITNESS WHEREOF the undersigned has executed these Articles of Amendment this 20th day of December , 1996.



Miguel Leon
President/Secretary

My Commission expires:





Manuel N Alvarez
Notary Public
State of Florida