

# P96000028095

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Justin Medical  
Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express <sup>SM</sup>		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U B-		
Fictitious Name Filing		
Name Reservation		
Annual Report/Statement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prop.		
FAX ( ) pgs.		

### SUBTOTALS

FEE.....  
 DISBURSED.....  
 SURCHARGE.....  
 TAX on corporate supplies.....  
 SUBTOTAL.....  
 PREPAID.....  
 BALANCE DUE.....

RECEIVED  
 96 APR - 1 AM 10:45  
 DIVISION OF CORPORATION

SN APR - 1 1996

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_  
 BY [Signature] CK No. \_\_\_\_\_

WALK-IN 4/1 12:00  
 Will Pick Up

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
JUSTWIN MEDICAL, INC.**

SEP 2 1981  
10:41 PM  
TALLAHASSEE, FLORIDA

The undersigned incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be Justwin Medical, Inc. and its initial postal address and its principal office for the conduct of business is 106 America Street, Orlando, Florida 32801. The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE II**

The general nature of business to be transacted by this corporation is

- a. To engage in research, design, development, production, manufacture, sale and marketing of a medical meniscal screw device;
- b. To engage in any business allowed under the laws of any jurisdiction where the corporation carries on business;
- c. To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.
- d. To carry on any and all business as manufacturers, producers, merchants (wholesale and retail), importers and exporters, generally without limitation as to class of

products and merchandise, and to manufacture, produce, adapt, prepare, buy and sell and otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.

e. To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

f. To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do and for the accomplishment of any of the purposes or the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

g. The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### ARTICLE III

The term for which this corporation shall exist shall be perpetual.

#### ARTICLE IV

The maximum number of shares of stock of this corporation which is authorized to have outstanding at any one time is 1,000 share of common stock at One Dollar par value (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the Directors at a meeting duly convened and held.

#### ARTICLE V

The name and address of the person signing these Articles as incorporator is Daniel F. Justin, 4544 Trescott Drive, Orlando, Florida 32817.

#### ARTICLE VI

The street address of the initial registered office of this corporation and the name of its registered agent at such address are as follows James M. Talley, Fisher, Rushmer, Werrenrath, Wack & Dickson, P.A., Suite 1500, 20 North Orange Avenue, Orlando, Florida 32801.

## ARTICLE VII

The business of the corporation shall be conducted, carried on and managed by and through a Board of Directors composed of two (2) or more members, which may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The initial Board of Directors of this corporation shall consist of two (2) members.

The name and address of the initial directors of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation or until successors are elected and have been qualified are as follows:

Thomas F. Winters, Jr., 1800 Summerlind Avenue, Winter Park,  
Florida 32789, who shall also serve as President

Daniel F. Justin, 4544 Trescott Drive, Orlando, Florida 32817,  
who shall also serve as Secretary and Treasurer

## ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or other corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or other corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction

between this corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### ARTICLE IX

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon shareholders are granted subject to this reservation.

WITNESS my hand and seal this 21 day of MARCH, 1996.

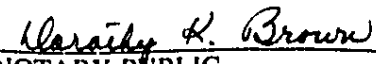
  
DANIEL F. JUSTIN - Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Daniel Justin, the person described as incorporator to the foregoing Articles of Incorporation, who is personally known to me/provided as identification, and who executed the same and acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21 day of March, 1996.

  
NOTARY PUBLIC  
State of Florida at Large

(Notarial Seal)



OFFICIAL SEAL  
DOROTHY K. BROWN  
My Commission Expires  
March 30, 1996  
Comm. No. CC 187345

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, OR DESIGNATING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First, that DANIEL F. JUSTIN, desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at city of Orlando, State of Florida, has  
named James M. Talley of Fisher, Rushmer, Werrenrath, Wack & Dickson, P.A. as Resident  
Agent, located at Suite 1500, 20 North Orange Avenue, Orlando, State of Florida, as its agent  
to accept service of process within Florida.

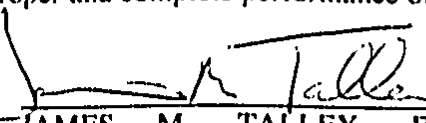
CORPORATE OFFICER

SIGNED:   
DANIEL F. JUSTIN

TITLE: Incorporator

DATE: 3/21/96

Having been named to accept service of process for the above stated corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

SIGNED:   
JAMES M. TALLEY, ESQ.  
of Fisher, Rushmer,  
Werrenrath, Wack & Dickson, P.A.

DATE: 3/22/96

FILED/AD/SS/FLORIDA

CERT-1 PM 1:29

FILED