

P9600003161

Requestor's Name

*Dr. John J. P.A.*

*Spectrum Office Building*

*4901 NW 17th Way*

*Southwest*  
*St. Landeale, Fla. 33309*

100001769951

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<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  
96 APR -4 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL APR 10 1996

ARTICLES OF INCORPORATION  
OF  
CROSS COUNTRY ORTHOTICS, INC.

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FILED  
96 APR -4 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this incorporation is  
CROSS COUNTRY ORTHOTICS, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of  
transacting any or all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000)  
shares of One Dollar (\$1.00) par value common stock.

Article V

Preferences, Limitations and

Relative Rights of Shares of Capital Stock

Section 1. Dividends.

The holders of record of the Shares shall be entitled to  
cash dividends when and as declared by the Board of Directors at the  
rate per share per annum and at the time and in the manner determined  
by the Board of Directors in the resolution authorizing it. Such cash  
dividends on Shares shall be cumulative so that if for any dividend  
period cash dividends at the specified percentage rate per share per  
annum shall not have been declared and paid or set apart for payment on  
the Shares outstanding, the deficiency shall be declared and paid or  
set apart for payment prior to the making of any dividend or other  
distribution on the common shares. Cash dividends on Shares shall  
accrue from the date of issue. Upon the payment or setting apart for  
payment of all dividends, current and accumulated, at the specified

percentage rate per share per annum upon the outstanding Shares, the directors may declare and pay dividends upon the Common Shares.

#### Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding Shares shall be entitled to be paid prorata for each of such Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of Shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

#### Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### Article VI

#### Preemptive Rights

Every shareholder, 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

### Article VII

#### Initial Registered Office and Agent

The mailing street address of the initial office of this corporation is 8130 Cleary Blvd., Plantation, Fl. 33324 and the name of the initial registered agent of this corporation at that address is. Steven Fine, P.A., 4901 NW 17th Way, Suite 406, Ft. Lauderdale, Fla. 33309.

### Article VIII

#### Initial Board of Directors

This corporation shall have 2 Directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name and address of the initial directors are:

Stuart Goffman, 8130 Cleary Blvd., Plantation, Fla. 33324

Kenneth Baulch, 2800 Sunrise Blvd, Apt. 10C, Ft. Lauderdale, Fl. 33304

### Article IX

#### Incorporator

The name and address of the person signing these articles is:

Steven Fine, P.A.  
4901 NW 17th Way  
Suite 406  
Ft. Lauderdale, Fla. 33309

### Article X

#### Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

### Article XI

#### Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Stuart Goffman, Pres.	250 shares
Kenneth Baulch	250 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time

within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### Article XII

##### Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distribution such votes on the same principle among any number of such candidates.

#### Article XIII

##### Calling of Special Meetings

Special meetings of shareholders may be called by majority of stockholders.

#### Article XIV

##### Shareholder Quorum and Voting

51% of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### Article XV

##### Right of Shareholders to Dissent

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

#### Article XVI

##### Shareholders Meeting Required

Any action of the shareholders of this corporation

must be taken at a meeting of shareholders of this corporation,  
duly called as provided by law.

#### Article XVII

##### Management of Corporation by Shareholders

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 shareholders of this  
corporation.

#### Article XVIII

##### Powers

This corporation shall have all of the corporate  
powers enumerated in the Florida General Corporation Act, except  
this corporation shall have the power to be a promoter, incorporator,  
partner, member, associate, or manager of any corporation, partnership,  
joint venture, trust, or other enterprise.

#### Article XIX

##### No Removal of Directors

Fifty per cent (50%) of the directors shall constitute  
a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of Fifty  
per cent (50%) of the directors present, or, if a director or  
directors have abstained from voting because of an interest in  
the matter to be voted upon, the affirmative vote of Fifty per cent  
(50%) of the directors present and voting, shall be the act of  
the Board of Directors.

#### Article XX

##### Meetings by Conference Telephone

Members of the Board of Directors may participate  
in special meetings of the Board of Directors by means of conference  
telephone as provided by law, but regular meetings of the Board  
of Directors must be attended in fact in person by each director.

#### Article XXI

##### Dividends

Dividends may be paid to shareholders only out

of the unreserved and unrestricted earned surplus of the corporation.

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

Article XXII

Indemnification

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

Article XXIII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

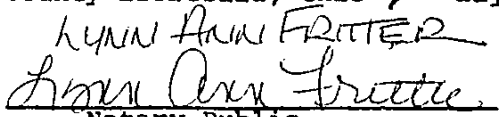
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 1 day of April, 1996.

  
STEVEN FINE, Subscriber

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared STEVEN FINE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 1 day of April, 1996.

  
Lynn Ann Fritter  
Notary Public

My Commission Expires:



LYNN ANN FRITTER  
COMMISSION # CC 451904  
EXPIRES APR 10, 1999  
BONDED THRU  
ALL AMT. BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT CROSS COUNTRY ORTHOTICS, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PLANTATION  
(CITY)

STATE OF FLORIDA, HAS NAMED STEVEN FINE, P.A.  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 4901 NW 17th Way  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Ft. Lauderdale, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Kenneth K. Burech  
(CORPORATE OFFICER)

TITLE Vice President

DATE JAN 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 COM-  
PLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
(RESIDENT AGENT)

DATE 4/1/96