

ARTICLES OF INCORPORATION
OF
C.C. KELL & ASSOCIATES, INC.

FILED
96 MAY 31 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation (which is hereinafter called "the Corporation") and the address of its initial office shall be:

C.C. Kell & Associates, Inc.
1833 Halstead Blvd
Suite 1408
Tallahassee, Fl 32308

ARTICLE II. PURPOSE

The purposes for which the Corporation is formed are:

- (a) To engage in the business of orthopaedic sales, including implants and related equipment;
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of said Corporation without restriction or limit; to incur indebtedness; and to purchase or otherwise acquire, hold, own, lease, mortgage, sell, convey or otherwise dispose of real or personal property or both of every class and description;
- (c) To have one or more divisions and to operate said division(s) under one or more fictitious names;
- (d) To transact any other lawful business for which corporations may be incorporated under the Act; and
- (e) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise lawful business.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is one million (1,000,000) shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Director(s) of the Corporation shall conduct the affairs of the Corporation and shall consist of not more than three directors, all of whom shall be stockholders of the Corporation, with the exact number specified in or fixed in accordance with the Bylaws of the Corporation, as amended from time to time. Directors must be natural persons who are eighteen years of age or older, but need not be residents of the State of Florida.

Section 2. Unless otherwise provided for a greater percentage by law or the Bylaws, a quorum at a meeting of the Board of Directors shall consist of one-third (1/3) of the prescribed number of directors as determined under the Bylaws.

Section 3. The initial Board of Directors of the Corporation shall consist of 1 member:

Claud C. Kell
1833 Halstead Blvd
Suite 1408
Tallahassee, Fl 32308

The initial Board of Directors shall serve until successors have been elected and have qualified.

Section 4. The Bylaws for the Corporation may be made, altered, rescinded, or adopted by resolution of the Board of Directors or as otherwise set forth in the Bylaws.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for the Corporation shall be located at or near Tallahassee, Florida, but the Corporation may establish and maintain its principal office at such other place within the State of Florida as may be determined by the Board of Directors consistent with the Florida General Corporation Act as the same is then in effect.

Section 2. The initial registered agent and office shall be:

JAMES R. BREWSTER, ESQUIRE
547 North Monroe Street
Suite 203
Tallahassee, Fl 32301

ARTICLE VII.

STOCK CERTIFICATES/RESTRICTIONS ON TRANSFER OF SHARES

Section 1. The Directors may prescribe a method for the issuance, recall and cancellation of stock certificates. If the Corporation purchases shares of stock from stockholders, each share shall be redeemed for a sum established by the Directors as set forth in the Bylaws.

Section 2. The Articles of Incorporation, the Bylaws, an agreement among shareholders, or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation.

ARTICLE VIII.

AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer, or are Directors or officers of such other corporation, and any Director or Directors, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or is in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might

otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is a Director of such subsidiary or controlled company.

Section 2. The Corporation shall indemnify, including advancement of expenses, any and all of its Directors or officers and former Directors and officers, and any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock, or of which it is creditor against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of stockholders or otherwise.

ARTICLE IX. AMENDMENT/SHAREHOLDERS VOTING AND QUORUM

Section 1. These Articles of Incorporation 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 whereby the votes cast in favor exceed those voting in opposition, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All proposed amendments to the Articles of Incorporation shall be provided to each stockholder no less than thirty (30) days prior to the meeting of stockholders at which the amendment will be considered.

Section 2. Unless otherwise provided for a greater percentage by law or the Bylaws, a quorum at a meeting of the shareholders shall consist of one-third (1/3) of the shareholders entitled to vote.

ARTICLE X.
PROHIBITION AGAINST PREEMPTIVE RIGHTS

Unless otherwise determined by the Board of Directors, the shareholders of the Corporation shall have no preemptive right to acquire any unissued or treasury shares, or securities, regardless of type or class, of the Corporation.

ARTICLE XI. FINANCIAL STATEMENTS

Unless otherwise determined by the Board of Directors, the requirement that the Corporation furnish each of its stockholders the latest annual financial statement or report as set forth in Section 607.1620, Florida Statutes (1993), as from time to time amended, is hereby waived by the shareholders and, accordingly, shall not apply to this Corporation. Rather the Corporation shall, within thirty (30) days of delivery of a written request of any stockholder, furnish to such stockholder a copy of the most recent annual financial statement or report of the Corporation.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation, this 17th day of May, 1996.

Witnessed by:


Signature

KELLY D. CARTER
Printed Name


Signature

JAMES R. BREWSTER
Printed Name

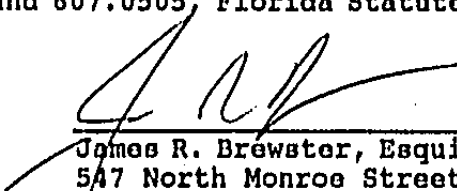
Signature of Incorporator



Claud C. Kell
1833 Halstead Blvd
Suite 1408
Tallahassee, Fl 32308

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity at the place designated in the these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations of Sections 607.0501 and 607.0505, Florida Statutes.


James R. Brewster, Esquire
547 North Monroe Street
Suite 203
Tallahassee, Fl 32301

Date: 5/17/96

kellinc.art
05/17/96

FILED
96 MAY 31 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA