

P96000057246

Garla C. Kelley  
118 West Orange Street  
Suite 100  
Altamonte Springs, FL 32714

000001685130  
-07/05/96--01051--001  
\*\*\*\*122.50 \*\*\*\*122.50

June 28, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
96 JUL -5 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sirs:

Please find enclosed in duplicate the Articles of Incorporation for Pestban Suncoast Services, Inc.. and the Designation and Acceptance of Registered Agent for filing.

I am also including a check for recording and certified copy fees made payable to the Secretary of State in the amount of \$122.50. I would appreciate having one copy certified and returned to the above address as soon as possible.

Sincerely,

*Garla C. Kelley*

Garla C. Kelley

JUL - 8 1996

Enclosures

**ARTICLES OF INCORPORATION  
OF  
Pestban Suncoast Services, Inc.**

**FILED**  
96 JUL -5 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I NAME**

The name of the corporation shall be Pestban Suncoast Services, Inc.

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV ADDRESS**

The street address of the initial registered office of the corporation shall be 118 West Orange Street, Suite 100, Altamonte Springs, FL 32714 and the name of the initial Registered Agent for the corporation at that address is Garla C. Kelley.

**ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII SELF DEALING**

No contract or other transaction between the corporation and other corporations, 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 a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's 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 this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### **ARTICLE IX DIRECTORS**

This corporation shall have a minimum of Four Directors. The initial Board of Directors shall consist of:

**James L. Hiers III 4730 Spring Creek Drive, Bonita Springs, FL 33923**  
**Emma A. Hiers 4730 Spring Creek Drive, Bonita Springs, FL 33923**  
**Josephine Hiers, 533 Beachwalk Circle, Naples, FL 33963**  
**Elizabeth Schmitt, 5497 Benchmark Lane, Sanford, FL 32773**

#### **ARTICLE X INCORPORATOR**

The name and address of the incorporator is:

**Gaila C. Kelley**  
**118 West Orange Street**  
**Suite 100**  
**Altamonte Springs, FL 32714**

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on this 28th. day of June, 1996.

Incorporator:

  
\_\_\_\_\_  
Garla C. Kelley

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was executed and acknowledged  
before me this 28th. day of June, 1996, by Garla C. Kelley.

(SEAL)

\_\_\_\_\_  
Notary Public  
State of Florida  
My Commission Expires:

  
INGRID GOLDBERG  
Notary Public - State of Florida  
My Commission Expires Jul 21, 2000  
Commission # CC 539351

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED  
96 JUL -5 PM 4:19  
SEAL NOT. OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida.

Postban Suncoast Services, Inc., a corporation organizing under the laws of the State of Florida with its principal office located at 1116 B. Sun Century Road, N. Naples, FL 33963 has named Garla C. Kelley, whose address is 118 West Orange Street, Suite 100, Altamonte Springs, FL 32714 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Garla C. Kelley  
Garla C. Kelley

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, this day personally appeared Garla C. Kelley who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 28th. day of June, 1996.

(SEAL)

Notary Public  
State of \_\_\_\_\_

My Commission Expires \_\_\_\_\_

INGRID GOLDBERG  
Notary Public - State of Florida  
My Commission Expires Jul 21, 2000  
Commission # CC 539351

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.

1. The name of the corporation is **ORTHOTIC & PROSTHETIC DESIGNS, INC.**
2. The name and address of the registered agent and office is Eddy G. Hauer, III,  
4218 Riverside Drive, Tampa, Florida 33603.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Eddy G. Hauer, III - President

Dated: June 28, 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL -3 AM 10:51