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P96000090437



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 142444 80745A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 4, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 142444-005

CUSTOMER NO: 80745A

CUSTOMER: Jeffrey C. Sweet, Esq.  
FINK & SWEET

149 East International  
Speedway Blvd.  
Daytona Beach, FL 32118

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-11/04/96--01038--020  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: ORTHOCARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED  
96 NOV -4 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV -4 AM 11:27  
DIVISION OF CORPORATIONS

11-4-96  
KEL



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 10, 1996

CSC NETWORKS

The name ORTHOCARE, INC. has been reserved for 120 days beginning July 10, 1996. The reservation number is R96000003334 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 496A00033544

ARTICLES OF INCORPORATION  
OF  
ORTHOCARE, INC.

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FILED  
96 NOV -4 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming and becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

ORTHOCARE, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on is orthopaedic care and management; and all things which a corporation is allowed by law to accomplish and to do any and all of the things herein mentioned, including:

(a) To conduct or transact any business conferred by the laws of the State of Florida upon corporations.

(b) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any and all of the objectives herein enumerated, or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in

any property or otherwise, with all of the powers now or hereinafter conferred by the laws of the State of Florida, upon corporations for profit.

(c) The business of the corporation is from time to time to do any one or more or all of the facts and things set out above, and it shall have the right to conduct its business in all of its branches in or outside the State of Florida or in any other State, territory or dependency of the United States, or in foreign countries it being the intention that each of the objects, purposes and powers specified in all of the provisions of this statement of purpose should be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by reference or inference by or from the terms of any clause of this statement, or any other paragraph of this Charter or Certificate, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation, the corporation being authorized to engage or transact in any or 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

The Capital Stock of this Corporation shall consist of One Hundred (100) shares of common stock having a par value of Five (\$5.00) Dollars per share.

### ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V

The existence of this Corporation shall be perpetual.

#### ARTICLE VI

The mailing address of this Corporation is to be located at 149 E. Int'l. Speedway Blvd., Daytona Beach, FL 32118 with the privilege of having other offices at other places within and without the State of Florida.

#### ARTICLE VII

The initial registered office of this Corporation shall be 149 E. Int'l. Speedway Blvd., Daytona Beach, FL 32118, and the initial registered agent of this Corporation at such office shall be JEFFREY C. SWEET, upon acceptance shall comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VIII

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than two (2) nor more than four (4). The name and post office address of the members of the first Board of Directors who hold office for the first year of existence of this Corporation or until their successors are elected and appointed and

have qualified shall be: Jeffrey C. Sweet, Esquire, 149 E. Int'l. Speedway Blvd., Daytona Beach, FL 32118 and John Gillespy, 109 Rio Pinar, Ormond Beach, FL 32174.

#### ARTICLE IX

The name and address of the person signing these Articles of Incorporation as Subscriber and Incorporator is:

Jeffre C. Sweet, Esquire, 149 E. Int'l. Speedway Blvd., Daytona Beach, FL 32118.

#### ARTICLE X

The officers of said Corporation shall be a President, and a Secretary/Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such manner, shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

#### ARTICLE XI

Every shareholder, upon the sale for cash of any new stock or initially issued treasury stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE XII

It is the intent of the incorporators that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S Corporation.

#### ARTICLE XIII

Upon the concurrence of all shareholders, the business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

#### ARTICLE XIV AMENDMENT

Amendments to these Articles of Incorporation shall be proposed and adopted by the corporation in the following manner:

(a) Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

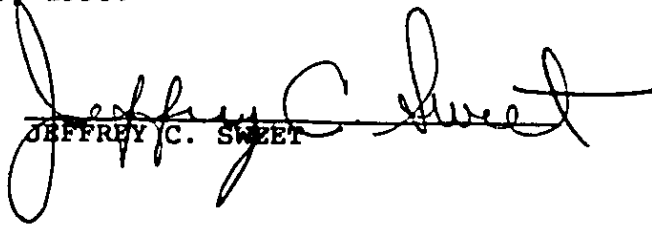
(b) Resolution. A resolution adopting a proposed amendment must receive approval of the votes of the entire membership of the Board of Directors and the votes of the Shareholders of the Corporation. Directors and Shareholders not present at the meetings considering the amendments may express their approval in writing.

(c) Initiation. An amendment may be proposed by either the Board of Directors or by the membership of the association and after being proposed and approved by one of such bodies, it must be considered by the other.

If all of the directors and all of the stockholders of the Corporation eligible to vote sign a written statement manifesting their intention that an Amendment to the Articles of Incorporation be adopted, then the amendments shall thereby be

adopted as though the above and foregoing have been satisfied.

IN WITNESS WHEREOF, the undersigned, as Incorporator,  
have executed the foregoing Articles of Incorporation on this 31<sup>st</sup>  
day of October, A.D., 1996.

  
JEFFREY C. SWEET

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary  
Public duly authorized in the State and County named above to take  
acknowledgements, personally appeared, JEFFREY C. SWEET, ESQUIRE,  
who is personally known to me to be the person described as the  
Subscriber and Incorporator, who has executed the foregoing  
Articles of Incorporation and who has not taken an oath.

WITNESS my hand and seal in the County and State above  
named this 31<sup>st</sup> day of October, A.D., 1996.

  
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as  
Registered Agent of ORTHOCARE, INC., which is contained in the  
foregoing Articles of Incorporation.

DATED this 31<sup>st</sup> day of October, 1996.

  
JEFFREY C. SWEET  
Registered Agent

FILED  
96 NOV -4, PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA