

P96000094434

LAW OFFICES

CUNNINGHAM, ALBRITTON, MILLER, WISEHEART & HEFFERNAN  
A PROFESSIONAL ASSOCIATION

2975 OVERSEAS HIGHWAY  
P.O. Box 500938  
MARATHON, FLORIDA 33050-0938  
(305) 743-9427  
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RALPH E. CUNNINGHAM, JR., RETIRED  
LAWRENCE E. ALBRITTON  
ROBERT K. MILLER

MARSHALL G. WISEHEART  
WILLIAM J. HEFFERNAN, JR.

November 11, 1996

900002004439--3  
-11/14/96--01044--012  
\*\*\*\*122.50 \*\*\*\*122.50

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: New Filings

RE: ASSOCIATES IN ORTHOPAEDICS AND SPORTS MEDICINE, P.A.

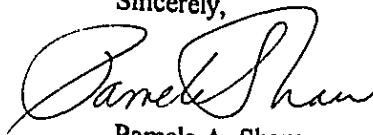
Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida in regard to the above referenced new corporation.

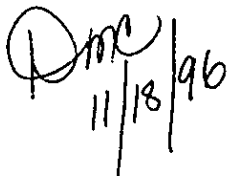
Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Pamela A. Shaw  
Legal Assistant to  
Robert K. Miller



RKM/pas  
Enclosures  
cc: Jerry J. Cole, D.O.

FILED  
96 NOV 14 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
95 NOV 14 PM 3:43  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ASSOCIATES IN ORTHOPAEDICS AND SPORTS MEDICINE, P.A.**

**ARTICLE I - NAME.**

The name of this Professional Association is **ASSOCIATES IN  
ORTHOPAEDICS AND SPORTS MEDICINE, P.A.**

**ARTICLE II - PURPOSE.**

The Professional Association is organized for the following purposes:

- a. To promote medical, surgical and scientific research and knowledge;  
to furnish related laboratory and clinical services; and to own real and personal  
property, enter into contracts, and engage in any lawful business necessary for the  
rendering of such professional services.
- b. To do everything necessary, proper, or convenient for the  
accomplishment of any of the purposes herein set forth, and to do every other act  
incidental thereto which is not forbidden by the laws of the State of Florida or by the  
provision of these Articles of Incorporation.
- c. The purpose of this corporation shall be carried out only through  
officers, employees and agents, each of whom is duly licensed or otherwise legally  
qualified to render professional medical services in the State of Florida.

**ARTICLE III - CAPITAL STOCK.**

This Corporation is authorized to issue One Hundred (100) shares of stock having no par value.

**ARTICLE IV - CORPORATE OFFICE**

The initial corporate office shall be located at 13357 Overseas Highway, Marathon, Monroe County, Florida 33050.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT.**

The street address of the initial registered office of this corporation is:

2975 Overseas Highway  
Marathon, Florida 33050

and the name of the initial registered agent of this Corporation at that address is:

Robert K. Miller, Esq.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS.**

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the By-Laws. The name and address of the initial Director is:

Jerry J. Cole, D.O.  
146 Milano Drive  
Islamorada, FL 33036


**ARTICLE VII - INDEMNIFICATION.**

This Corporation shall indemnify any Officer or Director or any former officer to the full extent permitted by law.

**ARTICLE VIII - AMENDMENT.**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

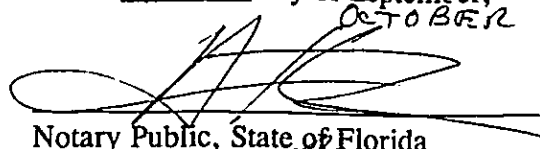
**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of <sup>October</sup>~~September~~, 1996.

  
JERRY J. COLE, D.O.

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF MONROE        )

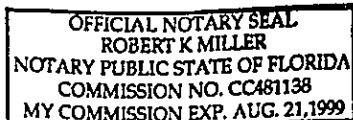
<sup>October</sup>~~September~~ The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of ~~September~~, 1996 by JERRY J. COLE, D.O., who is personally known to me ~~or produced~~  
\_\_\_\_\_ as identification.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7<sup>th</sup> day of <sup>OCTOBER</sup>~~September~~, 1996.

  
Notary Public, State of Florida

Printed Name: ROBERT K. MILLER

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE**

Process within Florida, naming agent upon whom process in compliance with Florida Statute §48.091, the following is submitted:

**FIRST** that **ASSOCIATES IN ORTHOPAEDICS AND SPORTS MEDICINE, P.A.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the village of Marathon, State of Florida, has named Robert K. Miller, Esq. located at 2975 Overseas Highway, Marathon, Florida 33050, village of Marathon, State of Florida, as its agent to accept service of process within Florida.



JERRY J. COLE, D.O.  
Director/Incorporator

Dated: <sup>October</sup> ~~September~~ 7, 1996.

*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.*



ROBERT K. MILLER, ESQ.  
Registered Agent

Dated: <sup>OCTOBER 12</sup> ~~September~~ 7, 1996