

BROAD and CASSEL
ATTORNEYS AT LAW

SUITE 1130
BROWARD FINANCIAL CENTRE
500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33304
(954) 764-7000
DADE (305) 945-0404
TELECOPY (954) 761-8135

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January 8, 1997

File No. 17942.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

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Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

RE: Broward Orthopaedic Specialists, Inc.'s Articles of
Incorporation

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of
Incorporation and the Certificate of Designation of Registered
Agent and Registered Office for Broward Orthopaedic Specialists,
Inc., and a check payable to the Secretary of State in the amount
of \$122.50 in payment of the following:

| | |
|--|-----------------|
| 1. Certificate of Incorporation filing fee | \$35.00 |
| 2. Certified copy of the Certificate of Incorporation | 52.50 |
| 3. Registered Agent's fee | <u>35.00</u> |
| Total | <u>\$122.50</u> |

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97 JAN -9 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

After filing, please return the certified copy of the Articles of
Incorporation to us in the enclosed addressed return stamped
envelope as soon as possible.

7777 Glades Road
Boca Raton, Florida 33434
(407) 483-7000
Telecopy (407) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 581-6810
Telecopy (904) 681-9792

360 North Orange Avenue
Orlando, Florida 32801
(407) 630-4200
Telecopy (407) 425-8377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-6400
Telecopy (305) 373-6443

100 North Tampa
Suite 3600
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

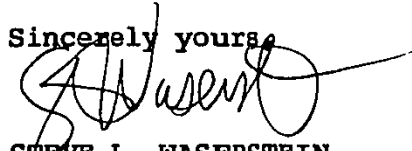
The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 655-1109

900 East Ocean Blvd.
Suite 126
Burlington, Florida 34904
(407) 283-3000
Telecopy (407) 283-9622

Secretary of State
Division of Corporations
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If you have any questions or comments, please do not hesitate to contact us.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Steve L. Wasserstein", written over the typed name.

STEVE L. WASERSTEIN
For the Firm

SLW/jp

Encls.

cc: Billie Remsa

BROAD and CASSEL

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BROWARD ORTHOPAEDIC SPECIALISTS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be BROWARD ORTHOPAEDIC SPECIALISTS, INC. ("Corporation").

ARTICLE II

NATURE OF BUSINESS

Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are ten thousand (10,000) shares of voting common stock with \$.01 par value, and ten thousand (10,000) shares of non-voting common stock with \$.01 par value.

ARTICLE IV

TERM OF EXISTENCE

Corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this Corporation in the State of Florida shall be 4875 North Federal Highway, Suite 800, Fort Lauderdale, Florida 33308.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this Corporation shall be:

Kalman D. Blumberg, M.D.
4875 North Federal Highway
Suite 800
Fort Lauderdale, Florida 33308

ARTICLE VII

INCORPORATOR

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

Kalman D. Blumberg, M.D.
4875 North Federal Highway
Suite 800
Fort Lauderdale, Florida 33308

ARTICLE VIII

SPECIAL ELECTION

Corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of December, 1996.


KALMAN D. BLUMBERG, M.D., INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by Kalman D. Blumberg,

M.D., who is (personally known to me) or who has produced _____
_____ as identification and who did (did not) take an oath.

Diane Hannah Simon
SIGNATURE OF NOTARY

DIANE HANNAH SIMON
PRINTED NAME OF NOTARY

COMMISSION EXPIRES



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **BROWARD ORTHOPAEDIC SPECIALISTS, INC.**

2. The name and address of the registered agent and office is:

Kalman D. Blumberg, M.D.
4875 North Federal Highway
Suite 800
Fort Lauderdale, Florida 33308



KALMAN D. BLUMBERG, M.D., INCORPORATOR

Dated this 11th day of October, 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, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE
CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



KALMAN D. BLUMBERG, M.D.

Dated this 11th day of October, 1996.

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TALLAHASSEE FLORIDA