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EXECUTIVE MANAGEMENT & CONSULTANT SERVICES, INC.  
2100 West 76th Street, Suite 207  
Hialeah, Florida 33016

Tel. (305) 825-3111

Fax. (305) 825-3080

March 25th, 1997

FLORIDA  
Division of Incorporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir/Maam:

Please process the enclosed Articles of Incorporation for ALLCARE ORTHO-  
PROSTHETIC CENTER, Inc. Processing fee of \$122.50 is enclosed with this  
letter.

If you should have any questions, you may reach me at this office.

Thank You,

  
Manuel N. Alvarez  
Executive Management

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

ALLCARE ORTHO-PROSTHETIC CENTER, INC.

ARTICLE I - NAME

The name of this corporation is:

ALLCARE ORTHO-PROSTHETIC CENTER, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED SHARES (100) at \$10.00 TEN DOLLARS par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office this corporation is

12165 Delaware Wood Lane  
Orlando, Florida 32824

and the name of the initial registered agent of this corporation at that address is Carlos Miranda. The principal office shall be the same.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 Director initially. The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By-Laws but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

| <u>NAME</u>           | <u>ADDRESS</u>                                     |
|-----------------------|--|
| PILAR RAVELO MERCHAN  | 12165 Delaware Wood Lane<br>Orlando, Florida 32824 |
| LUIS FERNANDO MERCHAN | 12165 Delaware Wood Lane<br>Orlando, Florida 32824 |
| CARLOS MIRANDA        | 3980 SW 153rd Avenue<br>Miramar, Florida 33027     |

#### ARTICLES IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that he or such firm so interested shall be disclosed or shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles on Incorporation are:

| <u>NAME</u>           | <u>ADDRESS</u>                                     |
|-----------------------|--|
| PILAR RAVELO MERCHAN  | 12165 Delaware Wood Lane<br>Orlando, Florida 32824 |
| LUIS FERNANDO MERCHAN | 12165 Delaware Wood Lane<br>Orlando, Florida 32824 |
| CARLOS MIRANDA        | 3980 SW 153rd Avenue<br>Miramar, Florida 33027     |

#### ARTICLE XII - BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them such By-Law shall be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XIII - POWERS

This corporation shall have all the powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.


ARTICLE XIV - AMENDMENT

These Articles of Incorporated 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 by majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 14th day of March, 1997.

*Pilar Ravelo Merchan*  
Pilar Ravelo Merchan  
President

*Luis Fernando Merchan*  
Luis Fernando Merchan  
Vice President

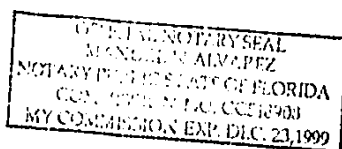
  
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Carlos Miranda  
Secretary


STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **PILAR RAVELO MERCHAN, LUIS FERNANDO MERCHAN** and **CARLOS MIRANDA** known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and the acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the state and county aforesaid, this 14th day  
of March, 1997.

My Commission expires:



  
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Manuel N. Alvarez  
Notary Public  
State of Florida

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATION DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That ALLCARE ORTHO-PROSTHETIC CENTER, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named CARLOS MIRANDA located at 3980 SW 153rd Avenue, City of Miramar, County of Broward, State of Florida, as its agent to accept services of process within this State.

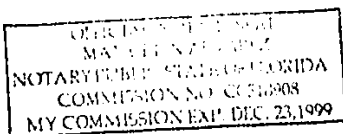
ACKNOWLEDGEMENT:

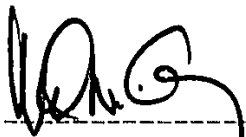
Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Carlos Miranda  
REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and country aforesaid, this 14th day of March, 1997.

My Commission expires:



  
Manuel N. Alvarez  
Notary Public  
State of Florida