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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 534340 81409A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 18, 1997

ORDER TIME : 10:51 AM

ORDER NO. : 534340-005

CUSTOMER NO: 81409A

CUSTOMER: Christopher C. Cathcart, Esq
CHRISTOPHER C. CATHCART, ESQ.

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-09/18/97--01077--003
****122.50 ****122.50

330 N. Broadway Avenue
Orlando, FL 32803

DOMESTIC FILING

NAME: M-TECH ORTHOTICS, 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: Kim Clemons

EXAMINER'S INITIALS: _____

FILED
97 SEP 18 PM 3:03
RECEIVED
SEP 18 1997
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF REVENUE

SN SEP 18 1997

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ARTICLES OF INCORPORATION

OF

M-TECH Orthotics, Inc.

FILED

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SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE.

The name of the corporation is M-TECH Orthotics, Inc. and its principal office is located at 9109 Down Crest Way, Windermere, Florida 34786.

ARTICLE II. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and

execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as requires;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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 nominal or par value of \$1.00 per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT.

The street address of the principal office of this corporation in the State of Florida is 9109 Down Crest Way, Windermere, Florida

34786. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Mark Spurgiesz.

ARTICLE VI. DIRECTORS.

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS.

The names and addresses of members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mark Spurgiesz	9109 Down Crest Way Windermere, FL 34786

ARTICLE VIII. INCORPORATOR.

The name and address of each incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Mark Spurgiesz	9109 Down Crest Way Windermere, FL 34786

ARTICLE IX. AMENDMENT.

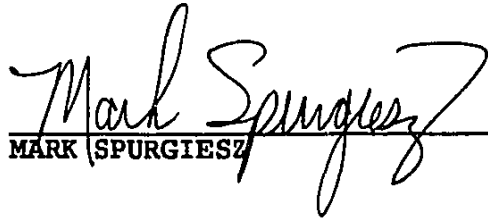
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain

amendment to these Articles of Incorporation be made.

DATED the ____ day of September, 1997.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporator

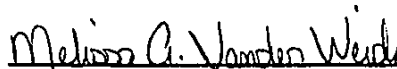

MARK SPURGIESZ

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MARK SPURGIESZ, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me or produced _____ as identification.

WITNESS my hand and seal in the State and County named above this 17th day of September, 1997.



NOTARY PUBLIC
Printed Name: _____
Commission No.: _____
Commission Expires: _____



Melissa A Vander Weide
My Commission CC630449
Expires April 07, 2001

ACCEPTANCE BY REGISTERED AGENT

MARK SPURGIESZ, having been named as the Registered Agent in the foregoing Articles of Incorporation of M-TECH Orthotics, Inc., to accept service of process for the corporation at 9109 Down Crest Way, Windermere, Florida 34786, hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.


REGISTERED AGENT

FILED
97 SEP 18 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA