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WARREN W. DILL, P.A.  
ATTORNEY-AT-LAW

WARREN W. DILL

MEMBER OF:  
FLORIDA BAR  
WYOMING BAR  
NEBRASKA BAR

1515 U.S. HWY. 1, SUITE 201  
SEBASTIAN, FLORIDA 32958  
(561) 589-1212  
FAX (561) 589-5212

October 27, 1997

Department of State  
Division of Corporations  
New Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

re: Articles of Incorporation of ORTHO-ART, INC.

Gentlemen:

I have enclosed duplicate originals of the Articles of Incorporation of Ortho-Art, Inc., along with Check No. 1105 in the amount of \$70.00, for the filing fee of \$35.00, and Designation of Registered Agent of \$35.00. If you find the Articles acceptable, please file one set and stamp and send one set of the Articles back to me at the following address:

Warren W. Dill  
1515 US Hwy. 1, Suite 201  
Sebastian, FL 32958

Thanking you in advance for your assistance, I remain.

Very truly yours,



Warren W. Dill  
lac  
Enclosures

FILED  
97 NOV -3 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
70000236077-2  
-11/03/97-01072-004  
⑤ \*\*\*\*\*70.00 \*\*\*\*\*70.00

P. 01072-004 NOV 4 1997

ARTICLES OF INCORPORATION

OF

ORTHO-ART, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

FILED  
97 NOV -3 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation shall be: ORTHO-ART, INC.

The principal office and mailing address of this Corporation shall be: 13825 U.S. Highway 1, Suite 1-A, Sebastian, Florida 32958.

**ARTICLE II - NATURE OF BUSINESS**

The purposes for which the Corporation is organized are the following:

- A. To engage in orthotics and prosthetic services.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

## **ARTICLE V - DIRECTORS**

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

### **NAME**

### **ADDRESS**

David J. Haile

13825 U.S. Highway 1, Suite 1-A  
Sebastian, Florida 32958

Phillip Johnson

13825 U.S. Highway 1, Suite 1-A  
Sebastian, Florida 32958

## **ARTICLE VI - TRANSACTIONS BETWEEN PARTIES**

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

## **ARTICLE VII - CUMULATIVE VOTING**

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

## **ARTICLE VIII - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK**

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

## **ARTICLE IX - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

## **ARTICLE X - DESIGNATION OF REGISTERED AGENT**

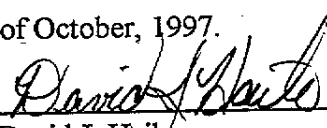
The Corporation designates David J. Haile as its Resident Agent within the State of Florida, whose registered office is located at the following address:

13825 U.S. Highway 1, Suite 1-A  
Sebastian, Florida 32958

## **ARTICLE XI - INCORPORATOR**


The name and address of each incorporator is David J. Haile of 13825 U.S. Highway 1, Suite 1-A, Sebastian, Florida 32958.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 30<sup>th</sup> day of October, 1997.

  
David J. Haile

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

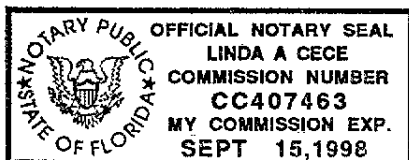
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

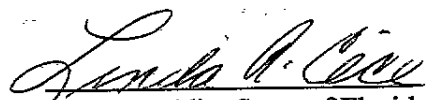
  
David J. Haile  
Registered Agent

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 1997 by David J. Haile, who is personally known to me or who has produced \_\_\_\_\_ as identification.

SEAL



  
Notary Public, State of Florida  
My Commission Expires:  
My Commission Number is:

FILED  
97 NOV -3 AM 8:53  
CLERK OF STAFF  
TALLAHASSEE, FLORIDA