



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 631101 7015A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : December 11, 1997

ORDER TIME : 10:20 AM

ORDER NO. : 631101-010

CUSTOMER NO: 7015A

CUSTOMER: Walter Mccrory, Esq
J. WALTER MCCRORY, PA

Suite 200
1512 E. Broward Boulevard
Ft. Lauderdale, FL 33301

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-12/11/97-01020-007
****122.50 ****122.50

DOMESTIC FILING

NAME: FLORIDA ORTHOPAEDIC
INSTITUTE, 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: Jon A Bowling

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:23

RECEIVED
97 DEC 11 AM 10:49
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
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97 DEC 11 PM 12:23

ARTICLES OF INCORPORATION
OF
FLORIDA ORTHOPAEDIC INSTITUTE, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Florida Orthopaedic Institute, Inc.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 1512 E. Broward Blvd., Suite 200, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at such address is J. Walter McCrory. The mailing address of the principal office of the corporation is 1600 South Federal Highway, Tenth Floor, Pompano Beach, FL 33062.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Nile R. Lestrangle, M.D.	1600 South Federal Highway Tenth Floor Pompano Beach, FL 33062

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
J. Walter McCrory	1512 E. Broward Blvd., Suite 200 Fort Lauderdale, FL 33301

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

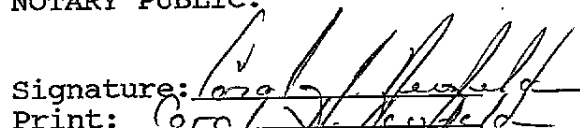
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 10 day of December, 1997.


J. Walter McCrory, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

10 The foregoing instrument was acknowledged this 10th day of December, 1997, by J. Walter McCrory, who is personally known to me.

NOTARY PUBLIC:

Signature: 
Print: Carol J. Neufeld
Notary Public, State of Florida
at Large

MY COMMISSION EXPIRES:



Carol J Neufeld
My Commission CC589652
Expires Sep. 30, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:23

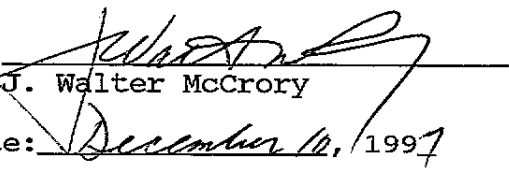
CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Florida Orthopaedic Institute, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Pompano Beach, State of Florida, has named J. Walter McCrory, located at 1512 E. Broward Blvd., Suite 200, Fort Lauderdale, FL 33301 as its agent to accept service of process within Florida.

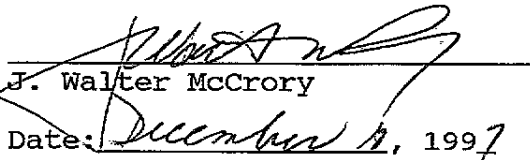
Florida Orthopaedic Institute, Inc.

By:


J. Walter McCrory

Date: December 10, 1997

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.


J. Walter McCrory

Date: December 10, 1997