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DEC 16 PM 3:37
TALLAHASSEE, FLORIDA

December 11, 1997

Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: Filing

Dear Sir/Madame:

Enclosed is the following document for filing with the Florida Secretary of State:

Articles of Incorporation - Original Articles of Incorporation of South Florida
Bone and Joint Care, Inc., copy of same and a check in the amount of \$70.00.

Please acknowledge your receipt of the enclosed document by stamping the enclosed copy and
returning same to me in the enclosed, self-addressed envelope.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



Roland Sanchez-Medina Jr.
For the Firm

RSM/mrb
Enclosure

mm
12-16-97

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA BONE AND JOINT CARE, INC.

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DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

Article I. Corporate Name

The name of this Corporation is:

South Florida Bone and Joint Care, Inc.

Article II. Mailing Address of Corporation

The mailing address of this Corporation is 351 N.W. LeJeune Road, Suite 205, Miami, Florida 33126.

Article III. Capital Stock

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

Article IV. Term of Existence

This Corporation shall have perpetual existence.

Article V. Initial Registered Office and Registered Agent

The Corporation's initial registered agent shall be Roland Sánchez-Medina Jr. and the street address of the initial registered office of this Corporation in the State of Florida is One International Place, Suite 2800, 100 S.E. 2nd Street, Miami, Florida 33131.

Article VI. Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

Article VII. Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Roland Sánchez-Medina Jr., One International Place, Suite 2800, 100 S.E. 2nd Street, Miami, Florida 33131.

Article VIII. Amendment

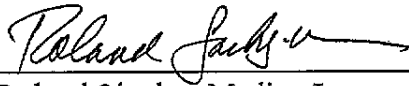
These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors

of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

Article IX. Indemnification

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of November 25, 1997.



Roland Sánchez-Medina Jr.

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of South Florida Bone and Joint Care, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Roland Sánchez-Medina Jr.

Dated: November 25, 1997

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA