

P97000108220

SCOTT  
ROYCE

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS

97 DEC 24 PM 3:25

ATTORNEYS AT LAW

SCOTT, ROYCE, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

December 22, 1997

300002382173-6  
-12/24/97-01060-008  
\*\*\*122.50 \*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: OFFSHORE ORTHOPEDICS, INC., File #37033

Dear Sir or Madam:

Enclosed herein you will find proposed Articles of Incorporation for OFFSHORE ORTHOPEDICS, INC., together with an extra copy for certification and return. Please file these Articles and return the certified copy to the undersigned by regular mail.

I am including a check in the amount of \$122.50 to cover the following expenses:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

TOTAL: \$122.50

If you should have any questions, please feel free to contact me. Your cooperation in this matter is appreciated.

Sincerely,

*Cindy T. Hartman*

Cindy T. Hartman,  
Assistant to Brian K. Waxman

K:\FILES\BKW\37033\Sec.ltr.frm

RICHARD K. BARRA • JOHN L. BRYAN, JR. • J. RICHARD HARRIS  
JOHN M. JORGENSEN • DONNA A. NADEAU • RAYMOND W. ROYCE  
ROBERT C. SCOTT (1925-1982) • KEVIN M. WAGNER • BRIAN K. WAXMAN

4400 PGA BOULEVARD, SUITE 800 • PALM BEACH GARDENS, FLORIDA 33410  
(561) 624-3900 • FAX (561) 624-3533 • EMAIL: scottroyce@ibm.net

RP  
12-26-97

ARTICLES OF INCORPORATION  
OF  
OFFSHORE ORTHOPEDICS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 24 PM 3:25

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be OFFSHORE ORTHOPEDICS, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 207 Mainsail Circle, Jupiter, FL 33477.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 207 Mainsail Circle, Jupiter, FL 33477; and the initial Registered Agent of this Corporation at that address is PETER D. WAXMAN.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

PETER D. WAXMAN  
207 Mainsail Circle  
Jupiter, FL 33477

ARTICLE VIII

The name and address of the Incorporator is as follows:

PETER D. WAXMAN  
207 Mainsail Circle  
Jupiter, FL 33477

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of OFFSHORE ORTHOPEDICS, INC., for the uses and purposes aforesaid this 22 day of December, 1997.

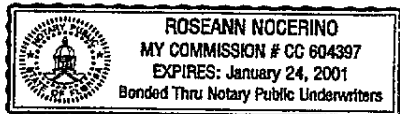
Peter D. Waxman  
PETER D. WAXMAN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of December, 1997, by PETER D. WAXMAN.

NOTARY PUBLIC  
Roseann Nocerino

(SEAL)



\_\_\_\_\_  
(Print Name)  
My commission expires: \_\_\_\_\_  
Commission No. \_\_\_\_\_

Personally Known \_\_\_\_ OR Produced Identification ✓  
Type of identification Produced FL Driver's License

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

\* \* \* \* \*

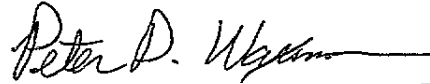
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that OFFSHORE ORTHOPEDICS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 207 Mainsail Circle, Jupiter, FL 33477, County of Palm Beach, State of Florida, has named PETER D. WAXMAN located at 207 Mainsail Circle, Jupiter, FL, as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.

DATED this 22 day of December, 1997.



PETER D. WAXMAN,  
Registered Agent

K:\FILES\BKW\37033\Articles.frm

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 24 PM 3:25