

MAR.16.1998 2:35PM COHEN,CHASE&HOFFMAN

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.
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NAME: SOUTH FLORIDA ORTHOPAEDIC & KNEE INSTITUTE,
AUDIT NUMBER.....H98000005099
DOC TYER.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA
ORTHOPAEDIC & KNEE INSTITUTE, P.A.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **SOUTH FLORIDA ORTHOPAEDIC & KNEE INSTITUTE, P.A.**

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the sole and specific purpose of rendering professional medical services; nevertheless, it shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
7,500	\$1.00	Common

This instrument prepared by:
Freddie A. Hoffman, Esquire
Florida Bar No. 206083
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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ARTICLE V - OFFICERS

The initial officers of the Corporation shall be:

President	Rowland W. Pritchard, M.D.
Secretary	Rowland W. Pritchard, M.D.
Treasurer	Rowland W. Pritchard, M.D.

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 955 NW 3rd Street, Suite 851, Miami, Florida 33128. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Rowland W. Pritchard, M.D.

STREET ADDRESS OF
REGISTERED OFFICE

955 NW 3rd Street, Suite 851
Miami, Florida 33128

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation is:

DIRECTOR

Rowland W. Pritchard, M.D.

ADDRESS

955 NW 3rd Street, Suite 851
Miami, Florida 33128

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ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

ADDRESS

Rowland W. Pritchard, M.D.

955 NW 3rd Street, Suite 851
Miami, Florida 33128

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of March, 1998.

Incorporator:


ROWLAND W. PRITCHARD, M.D.

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:


ROWLAND W. PRITCHARD, M.D.

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