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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.
CONTACT: KAREN L DIDEA
PHONE: (407)843-4600

ACCT#: 072720000036

FAX #: (407)843-4444

NAME: CELEBRATION ORTHOPEDIC AND SPORTS MEDICINE I

AUDIT NUMBER.....H98000013524

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**ARTICLES OF INCORPORATION
OF
CELEBRATION ORTHOPEDIC AND SPORTS MEDICINE INSTITUTE, P.A.**

The undersigned, acting as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Chapter 607 and Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is:

Celebration Orthopedic and Sports Medicine Institute, P.A.

ARTICLE 2. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE 3. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine therein;

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services;

This instrument was prepared by:
James F. Heekin, Jr., Esq.
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 N. Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809
(407)843-4600
Florida Bar Number: 0302694

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(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE 4. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. Shares of the corporation's stock and certificates shall not be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLES 5. INITIAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 400 Celebration Place, Osceola County, Celebration, Florida 34747. The name of the corporation's initial registered agent is James F. Heekin, Jr., Esq., located at 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE 6. INCORPORATOR

The name and address of the incorporator is as follows:

James F. Heekin, Jr., Esq.
215 N. Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809

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ARTICLE 7. DIRECTORS

The corporation shall have one director 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. The name and address of the initial director of this corporation is:

James F. Heekin, Jr., Esq.
215 N. Eola Drive
Orlando, Florida 32801

ARTICLE 8. CUMULATIVE VOTING FOR DIRECTORS

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all these votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE 9. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to practice medicine in the State of Florida, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share directly or indirectly in any earnings or profits realized by the corporation on account of its practice. Upon such disqualification of any shareholder, the shareholder shall sell to the corporation and the corporation shall purchase that shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE 10. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the directors.

ARTICLE 11. AMENDMENTS

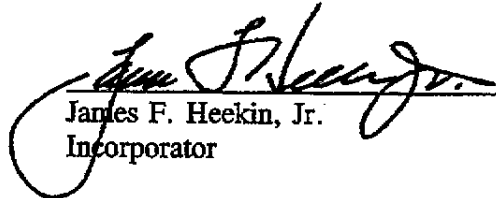
The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on the board of directors and shareholders are subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22^d day of July, 1998.


James F. Heekin, Jr.
Incorporator

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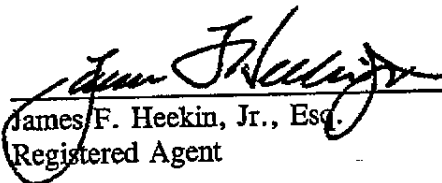
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Celebration Orthopedic and Sports Medicine Institute, P.A., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 400 Celebration Place, City of Celebration, County of Osceola, State of Florida, has named James F. Heekin, Jr., Esq., located at 215 N. Eola Drive, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.


James F. Heekin, Jr., Esq.
Registered Agent

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