

P98000074251



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 939221 7119162

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 122.50

ORDER DATE : August 25, 1998

ORDER TIME : 10:51 AM

ORDER NO. : 939221-005

CUSTOMER NO: 7119162

CUSTOMER: Sandra Greenblatt, Esq
SANDRA P. GREENBLATT P.A.

3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

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FILED
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DIVISION OF CORPORATIONS
98 AUG 25 PM 1:35

DOMESTIC FILING

NAME: ORTHOPEDIC HEALTH CENTER, 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: Christopher Smith

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION
OF
ORTHOPEDIC HEALTH CENTER, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

Name

The name of the Corporation is Orthopedic Health Center, Inc.

ARTICLE II

Duration

The term of existence of the Corporation is perpetual.

ARTICLE III

Nature of Business

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is One Thousand (1000), all of which shall be common stock having a par value of One Cent (\$0.01) per share.

ARTICLE V
Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
Registered Office

The street address of the initial registered office of the Corporation is:

c/o Sandra P. Greenblatt, P.A.
3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

The name of the registered agent at such address is:

Sandra P. Greenblatt, Esq.

ARTICLE VII
Principal Office

The initial street address of the principal office of the Corporation in the State of Florida is:

16800 N.W. 2d Avenue
Suite 510
North Miami Beach, FL 33169

ARTICLE VIII

Directors

The initial board of directors of the Corporation shall consist of One (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the member of the first board of directors is:

Dennis Zaslow, D.O.
19482 38th Court
Sunny Isles, FL 33160

ARTICLE IX

Incorporator

The name and address of the incorporator is:

NAME

ADDRESS

Sandra P. Greenblatt, Esq.

3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI

Reimbursement for Organizational and Certain Other Preincorporation Expenses; Adoption of Contracts

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
Right to Amend Articles of Incorporation

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this Twenty-Fourth day of August, 1998.


Sandra P. Greenblatt, Esq., Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, personally appeared Sandra P. Greenblatt, Esq., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed and who produced his/her Florida Driver's License as proof of identity.

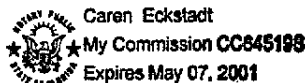
Witness my hand and official seal this 24 day of AUGUST, 1998, in the aforesaid County and State.

Personally known
My Commission Expires:


Notary Public

Commission Number

Caren Eckstadt
Printed Name of Notary



**CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE**

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DIVISION OF CORPORATIONS
98 AUG 25 PM 1:35

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

ORTHOPEDIC HEALTH CENTER, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS LOCATED AT 16800 N.W. 2D AVENUE,
SUITE 510, NORTH MIAMI BEACH, FLORIDA 33169, HAS NAMED SANDRA
P. GREENBLATT, P.A., LOCATED AT 3109 STIRLING ROAD, SUITE 101,
FORT LAUDERDALE, FL 33312, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS.

SIGNATURE: _____

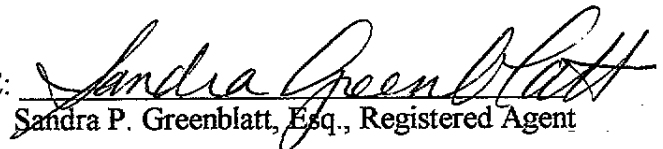


TITLE: Sandra P. Greenblatt, Esq., Incorporator

DATE: August 24, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE: _____



Sandra P. Greenblatt, Esq., Registered Agent

DATE: August 24, 1998