

EDWARD A. KERBEN

Attorney at Law

725 North Magnolia Avenue
Orlando, Florida 32803
Telephone (407) 425-1651
Fax (407) 423-8083
E-Mail: KERBENLAW@AOL.COM

CLOSING ASSISTANT
Susan K. Sherod

PARALEGAL
LaVonne T. V. Harmon

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****122.50 *****78.75

October 15, 1998

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

RE: INDEPENDENT ORTHOTIC SERVICES, INC.

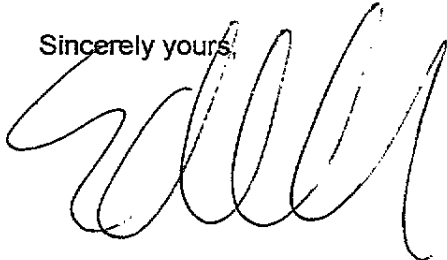
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	35.00
TOTAL:	<u>\$122.50</u>

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,



Edward A. Kerben

EAK/lh

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
INDEPENDENT ORTHOTIC SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be **INDEPENDENT ORTHOTIC SERVICES, INC.**

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be manufacturing orthotic devices and any other lawful business.
2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE AND MAILING ADDRESS

1. The principal place of business shall be **119 DRENNEN ROAD, ORLANDO, FL 32806.**
2. The *mailing address* of this corporation shall be **119 DRENNEN ROAD, ORLANDO, FL 32806.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV -- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 with a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **RAY E. COLLIER, 119 DRENNEN ROAD, ORLANDO, FL 32806.**

ARTICLE VI -- DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The name and address of the director is:

**RAY E. COLLIER
119 DRENNEN ROAD
ORLANDO, FL 32806**

**WILLIAM R. DANIEL
119 DRENNEN ROAD
ORLANDO, FL 32806**

ARTICLE VII -- INCORPORATORS

The name and address of the incorporator is:

**RAY E. COLLIER
119 DRENNEN ROAD
ORLANDO, FL 32806**

ARTICLE VIII -- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned have executed these Articles of Incorporation this 21 day of OCTOBER, 1998.


RAY E. COLLIER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **INDEPENDENT ORTHOTIC SERVICES, INC.**
2. The name and address of the registered agent and office is:

**RAY E. COLLIER
119 DRENNEN ROAD
ORLANDO, FL 32806**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: OCTOBER 21, 1998

By: 
RAY E. COLLIER
Registered Agent

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TALLAHASSEE, FLORIDA