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Examiner's Initials

# ARTICLES OF INCORPORATION OF

### The Orthopaedic Institute, Inc.

The undersigned hereby acts to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

#### ARTICLE I NAME

The name of this corporation shall be The Orthopaedic Institute, Inc.

# ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE III STOCK

The authorized capital stock of this corporation shall consist of Ten Thousand (10,000) shares of \$.01 par value common stock.

#### ARTICLE IV CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE V ADDRESS

The mailing address of the principal office of this corporation shall be 101 East College Avenue, Tallahassee, Florida 32301, or at such other location designated by the Board of Directors with the privilege of having branch offices at other places within or without the State of Florida.

#### ARTICLE VI NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director and not more than ten (10) directors. The number of directors shall be as set forth in the Bylaws of the corporation.

#### ARTICLE VII REGISTERED AGENT

The street address of the registered agent of this corporation shall be 101 East College Avenue, Tallahassee, Florida 32301, with the privilege of having branch or other offices at other places within or without the State of Florida. The registered agent at the above address shall be Fred F. Harris, Jr.

#### ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority vote of the stockholders or by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

7red F. Harris, Jr. 101 East College Avenue Tallahassee, Florida 32301

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

# The Orthopaedic Institute, Inc.

In pursuance of Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said statutes.

That The Orthopaedic Institute, Inc., with its principal office, as indicated in the Articles of Incorporation, has named the following person as its Registered Agent to accept service of process within this state:

> Fred F. Harris, Jr. 101 East College Avenue Tallahassee, Florida 32301 850/222-6891

## Acknowledgement:

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 to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office. I further acknowledge that I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

TALL/HARRISF/122031/2m5r01!.DOC/11/25/98