

P98000105640

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Edward's Orthotics, Inc.

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*****78.75 *****78.75

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DIVISION OF CORPORATION

Signature _____

Requested by: cy

Name _____

Date 12/21

Time 10:11

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

R. Purinton DEC 21 1998

**ARTICLES OF INCORPORATION
OF
EDWARD'S ORTHOTICS, INC.**

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**ARTICLE I
NAME**

The name of this Corporation is EDWARD'S ORTHOTICS, INC..

**ARTICLE II
TERM OF EXISTENCE**

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

**ARTICLE III
NATURE OF BUSINESS**

This Corporation is organized for the following purposes:

- (a) To engage in the manufacture and sale of prosthetics to physicians.
- (b) Any and all lawful purposes.

**ARTICLE IV
POWERS**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.

(g) To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

(j) To conduct its business, carry on its operations and have officers and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Principal Office and Mailing Address

8331 SE 143rd Street
Inglis, FL 34449

P.O. Box 612
Inglis, FL 34449

The principal office address of this Corporation shall be:

8331 SE 143rd Street
Inglis, FL 34449

and the mailing address shall be:

P.O. Box 612
Inglis, FL 34449

ARTICLE VI
Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of common stock.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is:

8331 SE 143rd Street
Inglis, FL 34449

and the name of the initial Registered Agent of this Corporation at that address is:

Doug S. Edwards

ARTICLE VIII
Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1)

Director and no more than five (5) Directors. The names and addresses of the initial Director of this Corporation who shall serve until his successor is duly elected and qualified is:

Doug S. Edwards
P.O. Box 612
Inglis, FL 34449

ARTICLE IX
Subscriber

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

Doug S. Edwards
8331 SE 143rd Street
Inglis, FL 34449

ARTICLE X
Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
Indemnification

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

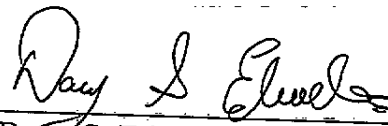
ARTICLE XII
Removal of Directors

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

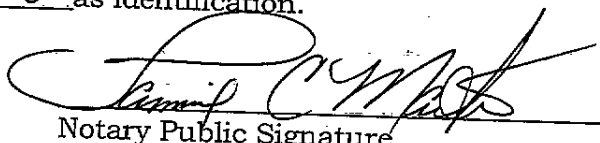
WITNESS my hand and seal at Sarasota, Florida, this 10 day of DEC, 1998.


Doug S. Edwards

STATE OF FLORIDA)

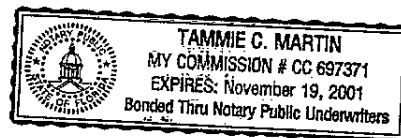
COUNTY OF SUMTER)

The foregoing instrument was acknowledged before me this 10th day of DEC, 1998 by DOUG S. EDWARDS who are personally known to me or who has produced FL# E363-177-68-408-0 as identification.


Notary Public Signature

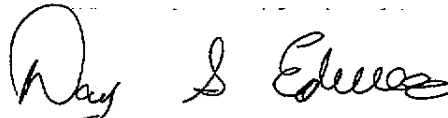
Printed Name TAMMIE C. MARTIN

My Commission Expires: 11-19-01



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.



Doug S. Edwards

RMP/pz
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