

Charter Number Only

12/23/98  
P9800010677C

Requester Name  
DAVID E. BUCK P.A.

Address  
2900 E. OAKLAND PARK BLVD. #103

City State Zip Phone  
FT. LAUDERDALE, FL 33306-1804

RECEIVED  
TALLAHASSEE  
FLORIDA

700002721927--1  
-12/24/98-01043-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

ORTHO IMPLANTS, Inc.

FILED  
98 DEC 24 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

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| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

CERTIFIED COPY



Empire Toll Free: 1-800-432-3028

**DAVID E. BUCK, P.A.**  
*Certified Public Accountant*  
2900 East Oakland Park Boulevard  
Fort Lauderdale, FL 33306  
Phone (954) 561-3303 Fax (954) 566-5400

December 23, 1998

State of Florida  
**Department of State**  
Division of Corporations  
Tallahassee, FL 32304

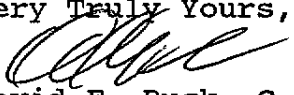
Re: Ortho Implants, Inc.

Dear Sir or Madam,

Attached are two copies of the articles of incorporation for Ortho Implants, Inc.. A check for \$78.75 is enclosed to cover the certified filing fee.

Please contact the writer regarding any additional information needed to incorporate this company in the State of Florida. Thank you.

Very Truly Yours,

  
David E. Buck, C.P.A.

RECEIVED  
98 DEC 24 AM 11:42  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
ORTHO IMPLANTS, INC.

FILED  
98 DEC 24 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH;

ARTICLE I  
NAME

The name of the Corporation is: **ORTHO IMPLANTS, INC.**

The Principal Office is: **323 N. W. 45<sup>TH</sup> AVENUE  
DEERFIELD BEACH, FLORIDA 33442**

ARTICLE II  
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III  
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V  
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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

**323 N. W. 45<sup>TH</sup> AVENUE  
DEERFIELD BEACH, FLORIDA 33442**

and the name of the initial registered agent of this corporation at such address is: **THOMAS J. DEPTULA**

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the Director of the corporation is as follows:

THOMAS J. DEPTULA  
323 N. W. 45 AVENUE  
DEERFIELD BEACH, FLORIDA 33442

ARTICLE VIII  
INCORPORATORS

The name and address of the Corporation's incorporator is:

THOMAS J. DEPTULA  
323 N. W. 45<sup>TH</sup> AVENUE  
DEERFIELD BEACH, FLORIDA 33442

ARTICLE IX  
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X  
LIMITATION OF SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHERE, I have subscribed my name this  
December, 1998.

  
THOMAS J. DEPTULA, INCORPORATOR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 24 PM 12:25

FILED

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091 Florida Statutes the following is submitted:

That **ORTHO IMPLANTS, INC.**, desires to organize under the laws of the State of Florida has named:

THOMAS J. DEPTULA  
323 N. W. 105TH AVENUE  
DEERFIELD BEACH, FLORIDA 33442

as its agent to accept service of process within the State of Florida.

  
THOMAS J. DEPTULA

THOMAS J. DEPTULA  
Registered Agent