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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 2, 1999

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

Re: CARTHAGO NEURO-ORTHOPEDIC TECHNOLOGIES CORP.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$78.75 to cover the following fees:

\$35.00 - Filing Fee

8.75 - One Certified Copy

35.00 - Registered Agent

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-02/04/99-01076-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

*April A. Haley* 16d

April A. Haley  
Corporate Legal Assistant

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
CARTHAGO NEURO-ORTHOPEDIC TECHNOLOGIES CORP.

Article I - Name

The name of this corporation is CARTHAGO NEURO-ORTHOPEDIC TECHNOLOGIES CORP.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of one-cent par value common stock.

Article III - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 46 North Washington Blvd., #1, Sarasota, Florida, 34236.

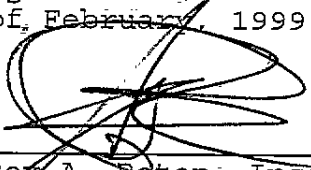
Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Blvd., #1, Sarasota, Florida, 34236, and the name of the initial registered agent of this corporation at that address is Rex A. Roten.

Article V - Incorporator

The name and address of the person signing these Articles is Rex A. Roten, 46 North Washington Blvd., #1, Sarasota, Florida, 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of February, 1999.

  
\_\_\_\_\_  
Rex A. Roten, Incorporator

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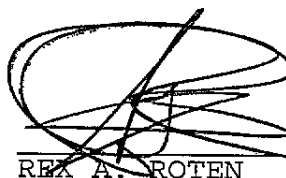
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTICE OF APPOINTMENT OF REGISTERED AGENT,  
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE

The undersigned, REX A. ROTEN, having a street address of 46 North Washington Boulevard, #1, Sarasota, Florida, 34236, having been appointed by the directors of CARTHAGO NEURO-ORTHOPEDIC TECHNOLOGIES CORP., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.



REX A. ROTEN