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PP9000109027

December 1, 1999

EFFECTIVE DATE

01/01/00

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

900003073559--2
-12/17/99--01040--003
*****78.75 *****78.75

Re: PROSTHETIC AND ORTHOTIC ASSOCIATES OF CENTRAL
FLORIDA, ~~INC.~~ *INC.*

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for PROSTHETIC AND ORTHOTIC ASSOCIATES OF CENTRAL FLORIDA, INC., together with check in the amount of \$78.75 representing \$35 filing fee, \$35 registered agent fee and \$8.75 for a certified copy.

Please file with the Secretary of State's office, and wait for the certified copy and return to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

FILED
9 DEC 17 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Coad when Ready

681-0619

EFFECTIVE DATE
01/01/00

ARTICLES OF INCORPORATION
OF

PROSTHETIC AND ORTHOTIC ASSOCIATES OF CENTRAL FLORIDA, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation, effective as of January 1, 2000:

ARTICLE I
NAME

The name of this corporation is PROSTHETIC AND ORTHOTIC ASSOCIATES OF CENTRAL FLORIDA, INC.

ARTICLE II
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V
NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

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99 DEC 17 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 1731 S. Orange Avenue, Orlando, Florida 32806 and the name of the initial registered agent of this corporation at that address is James M. Moore.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have five (5) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Roy Paul McMurray	11040 South Tropical Trail Merritt Island, FL 32952
William Stan Patterson	107 Esther Drive Cocoa Beach, FL 32931
James M. Moore	8426 Island Palm Circle Orlando, FL 32835
Michael J. Hogan	2 First Ct. POB 1437 Windermere, FL 34786
Barbara W. Hogan	2 First Ct. POB 1437 Windermere, FL 3478

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is:

James M. Moore	1731 S. Orange Avenue Orlando, Florida 32806
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ARTICLE IX
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

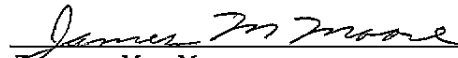
ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XI
AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles at Orlando, Florida, this 15 day of December, 1999.

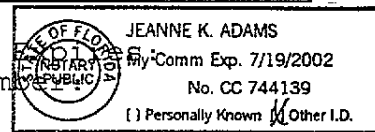

James M. Moore

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 15th day of December, 1999, by JAMES M. MOORE, who is personally known to me or who produced FL Drivers License (type of identification) as identification.


NOTARY PUBLIC

Print Name
My Commission
Commission Number



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


James M. Moore

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA