

S

11:29 AM

563500

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H97000014346 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SOUTH FLORIDA ORTHOPEDIC CARE, INC.

AUDIT NUMBER.....H97000014346

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:03:05

FILED
97 AUG 29 PM 4:20
DIVISION OF STATE
TALLAHASSEE, FLORIDA

*Amended
&
Retained
Art.*

*8-29-97
DC*

RECEIVED
97 AUG 29 PM 12:53
DIVISION OF CORPORATIONS

01:29 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000014346 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOUTH FLORIDA ORTHOPEDIC CARE, INC.

AUDIT NUMBER.....H97000014346

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
help F1 Option Menu F2

NUM

Connect: 00:03:05

Darlene.

Amendment
first then

Merger -
Thanks!

RECEIVED
97 AUG 29 PM 2:52
DIVISION OF CORPORATIONS

④

H97000014346

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA ORTHOPEDIC CARE, INC.**

SOUTH FLORIDA ORTHOPEDIC CARE, INC. (the "Corporation"), through the action of the undersigned, as the sole Director and sole Shareholder, hereby amends and restates its Articles of Incorporation as set forth below and is in compliance with the provisions of such act.

The Corporation hereby duly adopts the following amended and restated Articles of Incorporation, and such Articles of Incorporation supersede the original articles of incorporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

SOUTH FLORIDA ORTHOPEDIC CARE, INC.

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address is:

2255 Glades Road, Suite 416-A
Boca Raton, Florida 33431

The address of the Corporation's principal office is:

2255 Glades Road, Suite 416-A
Boca Raton, Florida 33431

ARTICLE III - NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Prepared by Jerry J. Sokol, Esq.
McDermott, Will & Emery
201 South Biscayne Boulevard, Suite 2200
Miami, Florida 33131
Florida Bar No. 908614
(305) 347-6584

H97000014346

FILED
97 AUG 29 PM 4:20
TALLAHASSEE, FLORIDA

H97000014346

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors of the Corporation.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

This Corporation's registered agent and registered office in the State of Florida shall be:

Glenn E. Troast
c/o OMNA Medical Partners, Inc.
2255 Glades Road, Suite 416-A
Boca Raton, Fl 33431

ARTICLE VI - BOARD OF DIRECTORS

The number of directors may be altered from time to time by bylaws adopted by the Stockholders. However, this Corporation shall have no less than one (1) director at any time.

ARTICLE VII - INDEMNIFICATION

H97000014346


497000014346

This Corporation shall indemnify any officer or director of the Corporation, to the full extent permitted by applicable law.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation or the Bylaws or any amendment thereto by unanimous vote of the shareholders.

THE UNDERSIGNED, for the purpose of amending and restating the Articles of Incorporation does make and file these Amended and Restated Articles of Incorporation, effective as of August 29, 1997, hereby declaring and certifying that the facts stated above are true.


 RICHARD E. STRAIN, JR., M.D., as Sole
 Director and Sole Shareholder
 President

497000014346

H97000014346

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO SERVE AS REGISTERED AGENT FOR THE FOREGOING PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, IS FAMILIAR WITH THE OBLIGATIONS OF SUCH POSITION, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 28th DAY OF August, 1997.

By: Glenn E. Troast

Glenn E. Troast
Registered Agent

\\44950\918\BOMYJND.001

H97000014346

S63500

ARTICLES OF MERGER
Merger Sheet

MERGING:

SFOC ACQUISITION, INC., a Florida corporation, P97000073679

INTO

SOUTH FLORIDA ORTHOPEDIC CARE, INC., a Florida corporation, S63500

File date: August 29, 1997, effective August 31, 1997

Corporate Specialist: Darlene Connell

8/29/97 .

563500

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:29 AM

((H97000014345 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SOUTH FLORIDA ORTHOPEDIC CARE, INC.

AUDIT NUMBER.....H97000014345

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:02:36

FILED
97 AUG 29 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 29 PM 12:53
DIVISION OF CORPORATIONS

Merger
8/29/97
DC

(5)

H97000014345

FILED
97 AUG 29 PM 4:21
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
SFOC ACQUISITION, INC.
A FLORIDA CORPORATION INTO
SOUTH FLORIDA ORTHOPEDIC CARE, INC.
A FLORIDA CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), SOUTH FLORIDA ORTHOPEDIC CARE, INC., a Florida corporation ("Surviving Corporation") and SFOC ACQUISITION, INC., a Florida corporation ("Disappearing Corporation") adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved and adopted by all of the shareholders of both Disappearing Corporation and Surviving Corporation.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation stock will be acquired by Surviving Corporation, by means of a merger of Disappearing Corporation into Surviving Corporation ("Merger").

3. Pursuant to Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 11:59 P.M. on August 31, 1997 (the "Effective Time").

IN WITNESS WHEREOF, the parties have set their hand this 28 day of August, 1997.

SOUTH FLORIDA ORTHOPEDIC CARE, INC., a Florida corporation

By: [Signature]
Name: Richard E. Starnes
Title: President

SFOC ACQUISITION, INC., a Florida corporation

By: [Signature]
Name: Glenn E. Trout
Title: Vice President

Prepared by Jerry J. Sokol, Esq.
McDermott, Will & Emery
201 South Biscayne Boulevard, Suite 2200
Miami, FL 33131

FBN-908614
(305) 347-6584

H97000014345

44970000/4345

EXHIBIT "A"

PLAN OF MERGER

In accordance with Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Act"), SFOC ACQUISITION, INC., a Florida corporation ("Disappearing Corporation") and SOUTH FLORIDA ORTHOPEDIC CARE, INC., a Florida corporation ("Surviving Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. Merger. In accordance with the provisions of the Act, Disappearing Corporation shall be merged with and into Surviving Corporation and the separate existence of Disappearing Corporation shall thereupon cease, and Surviving Corporation, shall continue to exist under and be governed by the Act.

2. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of Surviving Corporation, until further amended as permitted by law.

3. Bylaws. The Bylaws of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of Surviving Corporation, until further amended as permitted by law.

4. Directors and Officers. New directors and officers of Surviving Corporation shall be elected as of the Effective Time, and shall hold office in accordance with the Articles of Incorporation and the Bylaws of Surviving Corporation.

5. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Time, all of the issued and outstanding shares of Disappearing Corporation will be acquired by Surviving Corporation, by means of a merger into Surviving Corporation, in accordance with the Merger Agreement and Plan of Reorganization entered into by and among OMNA Medical Partners, Inc., a Delaware corporation, Surviving Corporation, Disappearing Corporation, and Richard E. Strain, Jr. M.D. (the "Merger Agreement"). Each share of capital stock of Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable shares of capital stock of Surviving Corporation. Each certificate of Surviving Corporation evidencing ownership of any such shares shall, following the merger, continue to evidence ownership of the same number of shares of stock of Surviving Corporation.

44970000/4345

H97000014345

6. Effect of Merger. As of the Effective Time, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of Disappearing Corporation, as more particularly set forth in the Act.

7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by Surviving Corporation to carry out the provisions of the Merger Agreement or this Plan.

[SIGNATURES FOLLOW ON THE NEXT PAGE]

H97000014345

H97000014345

The parties have set their hands and seals as of the 28
day of August, 1997, as evidence that they agree, accept and adopt
this Plan of Merger.

SOUTH FLORIDA ORTHOPEDIC CARE,
INC., a Florida corporation

By: [Signature]
Name: Richard E. Gorman
Title: President

SFOC ACQUISITION, INC., a
Florida corporation

By: [Signature]
Name: Glenn F. Trost
Title: Vice President

\\6900\018\DOPLINER.001

H97000014345