

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

300003470203--2
-11/20/00--01060--019
*****78.75 *****78.75

300003470203--2
-11/20/00--01060--020
***1150.00 ***1150.00

Orthonet Holdings, Inc.

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TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merge
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of R.A.
- Limited Liability Partnership
- Fictitious Name
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MR

11/20

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THANKS

CONNIE BRYAN

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ORTHOMET HOLDINGS, INC.
(Name of corporation - must include suffix)

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TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DAVID J. BURKE
(Name of Person)

ORTHOMET
(Firm/Company)

1311 MAMARONECK AVE
(Address)

WHITE PLAINS, NY 10605
(City/State and Zip code)

For further information concerning this matter, please call:

WILLIAM MCGEE at (914) 681 8800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

- 1. ORTHONET HOLDINGS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. DELAWARE 3. 13-396064
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 8/97 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. 12/3/99
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 1311 MAMARONECK AVE WHITE PLAINS, NY 10605
(Principal office address)
- _____
(Current mailing address)

8. On ANY AND ALL LAWFUL BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND RD
PLANTATION, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ROGER SHEDLIN

Address: 1311 MAMARONECK AVE
WHITE PLAINS, NY 10605

Vice Chairman: RUSS WARREN

Address: 535 EAST 70TH ST.
NEW YORK, NY 10021

Director: JOSEPH KELLY

Address: 2620 P STREET NW
WASHINGTON DC 20007

Director: DEBBIE GUTHRIE

Address: 2620 P STREET NW
WASHINGTON DC 20007

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: ROGER SHEDLIN

Address: 1311 MAMARONECK AVE
WHITE PLAINS, NY 10605

Vice President: WILLIAM MCGEE

Address: 1311 MAMARONECK AVE
WHITE PLAINS, NY 10605

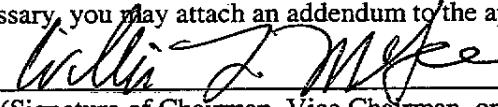
Secretary: WILLIAM MCGEE

Address: _____

Treasurer: ROGER SHEDLIN

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William F. MCGEE, CHIEF OPERATING OFFICER
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORTHONET HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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00 NOV 20 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0799191

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DATE: 11-16-00