

Filing fee: \$50.00

Corp. I.D.# 3086

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE CENTER FOR ORTHOPAEDICS, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Center for Orthopaedics, Inc.

SECOND: The shareholders of the corporation on August 21, 1996, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment to the Articles of Incorporation:

Article SIXTH of the Articles of Association of the corporation is amended in its entirety, and as amended, reads as follows:

"SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

(a) The capital stock of the corporation, without par value, may be issued from time to time for such consideration consisting of cash, services, personal property, tangible or intangible, or real estate as may be determined from time to time by the Board of Directors.

(b) A director of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43, as amended, from time to time, or (iv) for any

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transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(c) Except as otherwise provided by the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders by the Act, by these Articles of Incorporation, or by the bylaws of the corporation may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon are present."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
None

FIFTH: The number of shares voted for such amendment was 100 and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: No change.

Dated: August 21, 1996

THE CENTER FOR ORTHOPAEDICS, INC.

By: _____

A. Robert Buonanno, M.D.
Its President and
Secretary

State of Rhode Island

} Sc.

County of Providence

At Providence in said county on this 21st day of August, 1996, personally appeared before me A. Robert Buonanno, M.D. who being by me first duly sworn, declared that he is the President and Secretary of The Center for Orthopaedics, Inc., that he signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Chris Califano

Notary Public