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ACCOUNT NO. : 072100000032
REFERENCE : 189915 4310694
AUTHORIZATION : Patricia Kyzut
COST LIMIT : \$ 70.00

ORDER DATE :
ORDER TIME : 2:07 PM
ORDER NO. : 189915-005
CUSTOMER NO: 4310694

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CUSTOMER: Ms. Anna Salgado
Broad And Cassel
Ste 3000, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

RECEIVED

99 APR -6 PM 3:1
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CYBEAR INC.

99 APR -6 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

4/6/99

CONTACT PERSON: Angie Glisar

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:

1. CyBear Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or 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 13-3936988
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 17, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. The date this Application is filed with the Florida Department of State.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 5000 Blue Lake Drive, Suite 200
Boca Raton, Florida 33431
(Current mailing address)

8. All lawful purposes, specifically health care communications
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) information specialist

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

Name: B & C CORPORATE SERVICES, INC.

Office Address: 201 S. BISCAYNE BLVD., SUITE 3000

Miami, Florida, 33135
(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.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado
(Registered agent's signature)
Anna Salgado, Vice President

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.

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TALLAHASSEE
FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: John H. Klein

Address: 5000 Blue Lake Drive, Suite 200

Boca Raton, Florida 33431

Vice Chairman: _____

Address: _____

Director: John H. Klein, Edward E. Goldman, M.D., Scott Lodin,

Address: Alan P. Cohen 5000 Blue Lake Drive, Suite 200

Boca Raton, Florida 33431

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Edward E. Goldman, M.D.

Address: 5000 Blue Lake Drive, Suite 200

Boca Raton, Florida 33431

Vice President: _____

Address: _____

Secretary: Scott Lodin

Address: 5000 Blue Lake Drive, Suite 200

Boca Raton, Florida 33431

Treasurer: _____

Address: _____

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

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

14. EDWARD E. GOLDMAN, M.D.
(Typed or printed name and capacity of person signing application)

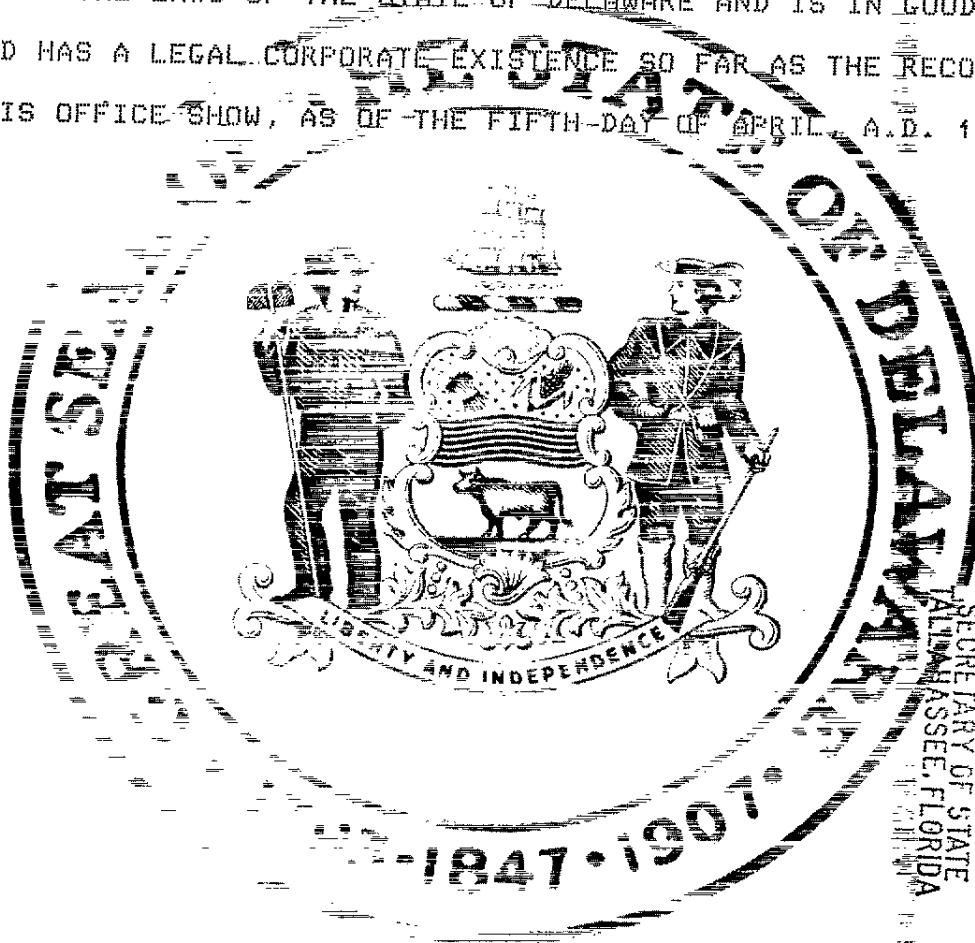
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TALLAHASSEE, FLORIDA

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYBEAR 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 FIFTH-DAY OF APRIL, A.D. 1999.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR -6 PM 4:08

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9667931

04-05-99