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EIFERT & MITCHELL  
Attorneys at Law

SHARON A. BRUZEK  
(847) 734-8857

January 8, 2003

*By Federal Express*

Florida Secretary of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Application for Authorization to Transact Business in Florida  
**Spine Next America Corp.**

Dear Sir or Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Delaware Certificate of Good Standing, Transmittal Letter and check in the amount of \$78.75 are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence regarding this matter to:

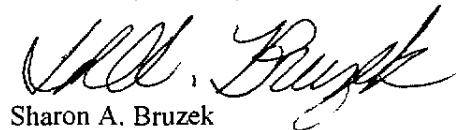
Sharon A. Bruzek  
Masuda, Funai, Eifert & Mitchell, Ltd.  
1701 Golf Road, Suite 800  
Rolling Meadows, Illinois 60008

If you have any questions, please contact us at (847) 734-8857.

Thank you for your prompt attention to this matter.

Very truly yours,

MASUDA, FUNAI, EIFERT & MITCHELL, LTD.



Sharon A. Bruzek  
Legal Assistant  
for Stephen M. Proctor

Enclosure  
NACORPALTRS\88950005.doc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SPINE NEXT AMERICA CORP.  
(Name of corporation - must include suffix)

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:

Sharon A. Bruzek  
(Name of Person)  
Masuda, Funai, Eifert & Mitchell, Ltd.  
(Firm/Company)  
1701 Golf Road, Suite 800  
(Address)  
Rolling Meadows, IL 60008  
(City/State and Zip code)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

For further information concerning this matter, please call:

Sharon A. Bruzek at ( 847 ) 734-8857  
(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.

SPINE NEXT AMERICA CORP.

1. \_\_\_\_\_  
(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. 46-0504761  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 2, 2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(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. Cite Mondiale, 23, parvis des Chartrons, 33080, Bordeaux, France  
(Principal office address)  
Cite Mondiale, 23, parvis des Chartrons, 33080, Bordeaux, France  
(Current mailing address)
8. The transaction of any or all lawful purposes for which corporations may be incorporated under the Florida Business Corporation Act.  
(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 Road

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.*

Anne E. Diamond

(Registered agent's signature)

Anne E. Diamond, Asst. Secy

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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STATE DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Erick Cloix

Address: 33 Cite Mondiale, 23 parvis des Chartrons

33080 Bordeaux France

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: / Erick Cloix

Chief Executive Officer

Address: 33 Cite Mondiale, 23 parvis des Chartrons

33080 Bordeaux France

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Stephen M. Proctor

c/o Masuda, Funai, Eifert & Mitchell, Ltd.

Address: 1701 Golf Road, Suite 800

Rolling Meadows, IL 60008

Treasurer: \_\_\_\_\_

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. Erick Cloix, President

(Typed or printed name and capacity of person signing application)

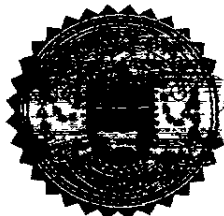
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TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPINE NEXT AMERICA CORP." 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3575826 8300

AUTHENTICATION: 2175131

020802387

DATE: 12-27-02