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International Center for Academic Research Education, Inc.
9700 S. Dixie Highway, Suite 670
Miami, Florida 33156
Phone (305) 678-2919 * Fax (305) 678-2926

September 20, 1996

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Application by Foreign Corporation for Authorization to Transact Business in Florida

Enclosed, please find (1) completed application for registration of International Center for Research Education (ICARE), Inc., a Delaware Corporation, to transact business in Florida, (2) original certificate of existence and (3) a check in the amount of \$78.75 to cover filing fee (\$35.00), Registered Agent Designation Fee (\$35.00) and \$8.75 for a certificate of status, and (3) this transmittal letter.

Please send registration and certificate to the following address:

ICARE, Inc.
9700 S. Dixie Highway, Ste. 670
Miami, Florida 33156

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-09/24/96--01113--017
*****78.75 *****78.75

Thank you for your attention to this matter.

Sincerely,

E. Gayle Weston

E. Gayle Weston
Assistant Secretary

enclosures

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. INTERNATIONAL CENTER FOR ANATOMICAL RESEARCH EDUCATION (ICARE), 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. 65-0624648
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-1-95 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. not yet conducting business
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.165, F.S.))

7. 9700 S. Dixie Highway, Ste. 670
Miami, Florida 33156
(Current mailing address)

8. educational research
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Neale Poller, Esq.

Office Address: 1221 Brickell Ave. 25th Floor

Miami, , Florida , 33131
(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.

[Signature]
(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.

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DIVISION OF CORPORATIONS

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

A. DIRECTORS

Chairman: LAWRENCE M. GREEN
 Address: 9700 South Dixie Highway, Suite 670
Miami, FL 33156
 Vice Chairman: _____
 Address: _____

 Director: _____
 Address: _____

 Director: _____
 Address: _____

B. OFFICERS

President: LAWRENCE M. GREEN
 Address: 9700 South Dixie Highway, Suite 670
Miami, FL 33156
 Vice President: _____
 Address: _____

 Secretary: E. Gayle Weston
 Address: 9700 South Dixie Highway, Suite 670
Miami, FL 33156
 Treasurer: _____
 Address: _____

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

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

14. E. Gayle Weston, secretary
 (Typed or printed name and capacity of person signing application)

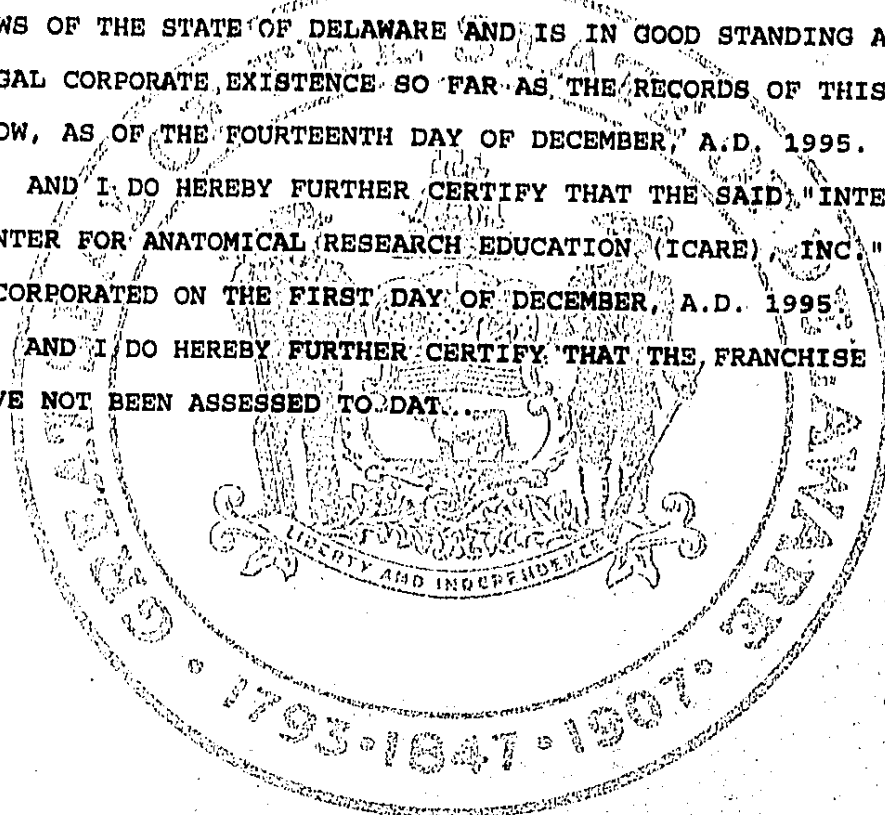
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL CENTER FOR ANATOMICAL RESEARCH EDUCATION (ICARE), 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 FOURTEENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTERNATIONAL CENTER FOR ANATOMICAL RESEARCH EDUCATION (ICARE), INC." WAS INCORPORATED ON THE FIRST DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE...



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7751810

DATE: 12-14-95