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Symbiont Partners, Inc.

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P. 02/05



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 13, 1999

BERMAN WOLFE & RENNERT, P.A.

SUBJECT: SYMBIONTE PARTNERS, INC.
REF: W99000018868

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the Federal Employee Identification Number (FEI).,

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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

In compliance with Section 607.1503 of the Florida Business Corporation Act, the following is submitted to register a foreign corporation to transact business in the State of Florida:

1. The name of the corporation is: **Symbiont Partners, Inc.**
2. The corporation was incorporated under the laws of the State of Delaware on **July 12, 1999.**
3. The duration of the corporation is perpetual.
4. The corporation has not yet transacted business in the State of Florida.
5. The mailing address of the corporation is:

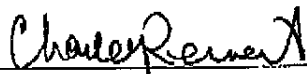
Symbiont Partners, Inc.
6101 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

6. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and as permitted in the State of Florida.
7. The name and address of the registered agent and registered office of the corporation in the State of Florida is:

Berman Wolfe Rennert Vogel & Mandler, P.A.
35th Floor, NationsBank Tower
100 Southeast Second Street
Miami, Florida 33131-2130
Attn: Charles J. Rennert

8. Having been named as registered agent 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 12, 1999


Charles J. Rennert, Registered Agent

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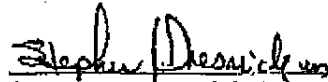
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9. Attached is a certificate of existence duly authenticated not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State of Delaware.
10. Directors and Officers of the corporation:

<u>Name and Address</u>	<u>Title</u>
Stephen J. Dresnick, M.D. 6101 Blue Lagoon Drive , STE. 100 Miami, Florida 33126	Director, President, Vice President, Secretary, Treasurer

11. The FEI number is: 65-0935610

IN WITNESS WHEREOF, the undersigned has duly executed this Application this 12-day of August, 1999.


Stephen J. Dresnick, M.D., President

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYMBIONT PARTNERS, 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 SECOND DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SYMBIONT PARTNERS, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9898550

DATE: 08-02-99

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