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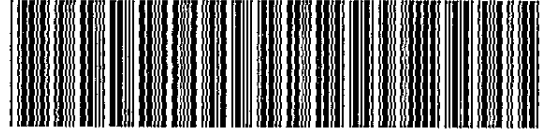
(Business Entity Name)

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B. McKnight JAN 23 2006

WILLIAMSPARKER
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200 SOUTH ORANGE AVENUE
SARASOTA, FLORIDA 34236
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January 18, 2006

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ear Medical Center, Inc.

Dear Sir/Madame:

Forwarded to you herewith are the following documents for filing in the order shown:

File First: Articles of Dissolution and Notice of Corporate Dissolution.

File Second: Statement by President of Ear Medical Center, Inc.

File Third: Certificate of Domestication of Ear Medical Center, Inc., along with Articles of Incorporation.

Also enclosed is a check in the amount of \$163.75, payable to the Florida Department of State, covering the filing fees for the above filings.

If you have any questions or problems in connection with any of the foregoing, please contact me as soon as possible.

Thank you.

Very truly yours,


Jacqueline Mori
Corporate Paralegal

jmm-676069.1
Enclosures

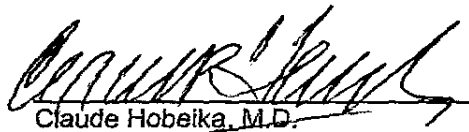
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**STATEMENT BY PRESIDENT
OF
EAR MEDICAL CENTER, INC.
A FLORIDA CORPORATION**

The undersigned is the President of Ear Medical Center, Inc. a Florida corporation, which was duly formed in Florida with an effective date of January 4, 2006, and assigned document number P06000001476 (the "Company"). On behalf of the Company, the President has consented to the use of the name "EAR MEDICAL CENTER, INC."

I have no intention of revoking the dissolution of Ear Medical Center, Inc. and after the dissolution, I wish to proceed with the domestication of Ear Medical Center, Inc.

Dated this 13th day of January 2006.



Claude Hobeika, M.D.
President

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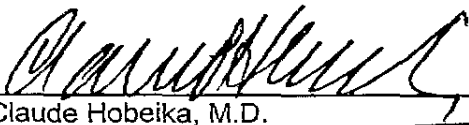
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**CERTIFICATE OF DOMESTICATION
OF
EAR MEDICAL CENTER, INC.**

THE UNDERSIGNED, Claude Hobeika, M.D., President of Ear Medical Center, Inc., an Ohio corporation, (the "Corporation"), in accordance with Section 607.1801, Florida Statutes, hereby certifies that:

1. The date on which the Corporation was first formed is September 14, 1992.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being is the State of Ohio.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Ear Medical Center, Inc.
4. The name of the Corporation, as set forth in its Articles of Incorporation, which are being filed pursuant to Sections 607.0120 and 607.0202, Florida Statutes, with this certificate, is Ear Medical Center, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Domestication, was the State of Ohio.

I am President of Ear Medical Center, Inc. and am authorized to sign this Certificate of Domestication on behalf of the Corporation, and have done so this the 29th day of December 2005.



Claude Hobeika, M.D.
President

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ARTICLES OF INCORPORATION
OF
EAR MEDICAL CENTER, INC.

The undersigned incorporator has executed these *Articles of Incorporation* to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Ear Medical Center, Inc.

2. Principal Office. The address of the principal office of the Corporation is:

272 Four Knot Lane
Osprey, Florida 34229

3. Mailing Address. The mailing address of the Corporation is:

272 Four Knot Lane
Osprey, Florida 34229

4. Authorized Shares. The Corporation is authorized to issue 750 shares of common stock having a no par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

R. David Bustard
200 S. Orange Avenue
Sarasota, Florida 34236 .

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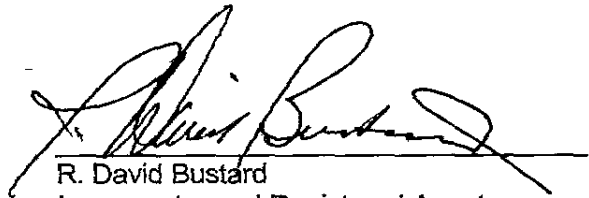
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

R. David Bustard
200 S. Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 30th day of December 2005.


R. David Bustard
Incorporator and Registered Agent

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