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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
(305) 858-4777

FAX #:

NAME: SHEAR MEDICAL CONSULTING, INC.

AUDIT NUMBER.....H97000007780

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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MAY 12 1997

**ARTICLES OF INCORPORATION
OF
SHEAR MEDICAL CONSULTING, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is Shear Medical Consulting, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business and mailing address of the Corporation is:

3275 West Hillsboro Road
Suite 207
Deerfield Beach, Florida 33442

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 3275 West Hillsboro Road, Suite 207, Deerfield Beach, Florida 33442 and the initial registered agent of this Corporation at such office shall be Alan I. Miller, M.D.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Alan I. Miller, M.D., 3275 Hillsboro Road, Suite 207, Deerfield Beach, Florida 33442.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on
May 10, 1997.

This document prepared by:
Justin T. Wilson
2601 S. Bayshore Dr.
Suite 1600
Miami, FL 33133
(305) 858-5555


Alan I. Miller, M.D., Incorporator

**-CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is Shear Medical Consulting, Inc.
2. The name and address of the Registered Agent and the Registered Office is: Alan I. Miller, M.D., 3275 Hillsboro Road, Suite 207, Deerfield Beach, Florida 33442.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Shear Medical Consulting, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Dated this 6 day of May, 1997


Alan I. Miller, M.D., Registered Agent

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