

Secretary of State
Corporations Division
315 West Tower
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Atlanta, Georgia 30334-1530

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KING & SPALDING
BENJAMIN BANG
191 PEACHTREE STREET
ATLANTA, GA 30303

CERTIFICATE OF FACT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

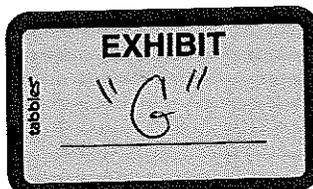
GAINOR MEDICAL U.S.A. INC., a California corporation, did merge with and into LUCOR SPECIAL INVESTMENTS, INC., a Georgia corporation, on the 12th day of November, 1999.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated within.



Cathy Cox
Secretary of State

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