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5-29-98 ; 3:55PM ;

GEIGER KASDIN -> Department of State:# 1/ 6

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5/29/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000010054 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: MERIDIAN RESEARCH AND DEVELOPMENT, INC.

AUDIT NUMBER.....H98000010054

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

CERT. OF STATUS..0

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION OF
MERIDIAN RESEARCH AND DEVELOPMENT, INC.**

**ARTICLE I
NAME**

The name of the Corporation is MERIDIAN RESEARCH AND DEVELOPMENT, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 150 S.W. 12th Avenue, Suite 480, Pompano Beach, Florida 33069.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

STANLEY H. KUPERSTEIN, ESQUIRE
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 113612

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**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is: 10729 S.W. 104th Street, Miami, Florida 33176, and the name of the initial Registered Agent of this Corporation at that address is IRWIN FREUND.

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles is:

Name	Address
RONALD DEMEO, M.D.	150 S.W. 12 th Avenue Suite 480 Pompano Beach, FL 33069

**ARTICLE VIII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

**ARTICLE X
DIRECTORS**

The following shall serve as the initial Board of Directors of the corporation: RONALD DEMEO, M.D.

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ARTICLE XI
OFFICERS

The following shall be the officers of the corporation:

President	-	Ronald Demeo, M.D.
Secretary	-	Ronald Demeo, M.D.
Treasurer	-	Ronald Demeo, M.D.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 28th day of May, 1998.



RONALD DEMO, M.D.

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT MERIDIAN RESEARCH AND DEVELOPMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED IRWIN FREUND LOCATED AT 10729 S.W. 104th STREET, MIAMI, DADE COUNTY, FLORIDA, 33176, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



RONALD DEMEO

Incorporator
Title

May 28, 1998

Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

IRWIN FREUND, Registered Agent

FA#: H98-10054

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RONALD DEMEO

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IRWIN FREUND, Registered Agent

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