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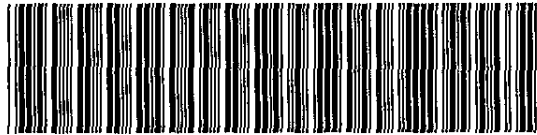
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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05 AUG 30 AM 10:48

DIVISION OF REGISTRATION

W05-40737

↓ 8:00AM AUG 31 2005



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 30, 2005

JOSEPH L. WEBSTER, SR, MD
TALLAHASSEE CLINICAL RESEARCH ASSOCIATES
PO BOX 14285
TALLAHASSEE, FL 32308

SUBJECT: TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC
Ref. Number: W05000040737

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 105A00054605

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSEPH L. WEBSTER, SR., M.D.
(Name of Person)

TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC
(Firm/Company)

P.O. Box 14285
(Address)

TALLAHASSEE, FLORIDA 32308
(City/State and Zip Code)

For further information concerning this matter, please call:

JOSEPH L. WEBSTER at (850) 544-2279
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee, Certificate of Status & Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC

ARTICLES OF ORGANIZATION

(A COMPANY FOR PROFIT)

ARTICLE 1- NAME AND OFFICE

The name of this company shall henceforth be TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC. Its principle office shall be located at 2048 Centre Pointe Lane, in the city of Tallahassee, County of Leon and State of Florida, 32308.

ARTICLE 2- COMPANY PURPOSE

This company is organized and chartered exclusively for clinical research, educational and scientific purposes. Its general purpose is that of fostering a comprehensive approach to community health, and economic and social development. The mission of TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC. is to improve the health status and well being of citizens of Florida and the Southeastern part of the United States of America (USA), with special emphasis on the areas high risk, under-served populations. Its activities will employ a comprehensive approach in recognition of inter-play between socioeconomic factors and health both domestically and internationally with special focus on ethno cultural and genetic contributions to global health and world peace.

As an independent, for-profit company with a flexible administrative framework, the company will be in a unique position to collaborate with Pharmaceutical companies,

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State and Federal agencies, private and public agencies in the development and implementation of programs that are responsive to emerging health needs and in the evaluation of these programs that are responsive to emerging health needs to ensure their continued effectiveness. The company will work closely with other health and social service agencies, to cooperatively link public and private organizations, advocacy groups, service providers and community groups, in order to maximize their diverse activities, talents and experiences, to achieve the common goal of improving the health and well being of the citizens of Florida and the South-Eastern part of the United States of America (USA) through Clinical Research, Consumer Education and Applied Evidence-based Science.

To that end, among the activities that the company will be involved, will include but not limited to PRIMARY FOCUS ON CLINICAL RESEARCH; but a secondary emphasis on the following:

- a) Sponsorship of non-profit community and grassroots programs and entities designed to improve the health, social and economic well being of the citizens of Florida and the Southeastern part of the United States of America (USA).
- b) Provision of ongoing health, social and economic services, including health counseling, education, recreation and health services.
- c) The design, implementation, administration and evaluation of sustainable comprehensive community health and development programs that may be integrated into other community initiatives and involve community residents and organizations.

- d) Health and social service evaluation and research that supports relevant, cost-effective and accountable programs and contributes to the knowledge necessary to effect and sustain successful health and social services policies and programs.
- e) Engagement in other activities and functions as are proper to further the goals and purposes of the company.

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ARTICLE III- POWERS

The company is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power:

- a) To enter into, make and perform contracts of every kind and description, including, without limitation, contracts for goods and/or services., the review, evaluation, response to and writing of grants, and to other wise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property for every class and description.
- b) To borrow or raise monies for any of the purposes of the company and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes and other negotiable or non-negotiable instrumental and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon the whole or any part of the property of the company whether at the time owned or thereafter acquired, and to sell, pledge or

otherwise dispose of such bonds or other obligations of the company for its corporate purposes.

- c) To provide such auxiliary services as may be essential and necessary to the effectuation of the main purposes of the company.

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ARTICLE IV-LIMITATIONS

The company shall issue stock. No substantial part of the company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V-MEMBERSHIP

The company shall have no members.

ARTICLE VI-TERM

This company shall have perpetual existence.

ARTICLE VII-REGISTERED AGENT

The name and street address of the registered agent of this company, upon whom service of process may be made, are as follows: Joseph L. Webster Sr. MD, Webster Surgical Center, LLC, 2048 Center Pointe Lane, Tallahassee, Florida.

ARTICLE VIII-OFFICERS AND DIRECTORS

The company shall be managed and its policies established by a Board of Directors which shall number no less than three (3) and no more than nine (9). The qualification of the Directors, together with their terms of office, manner of election, removal, filling of vacancies and of newly created directorships, powers, duties, and liabilities shall, except as otherwise provided in these Articles of Organization or by the laws of the State of Florida, will be as prescribed in the bylaws.

The Board of Directors shall have the power to create one or more standing Committees, for the purpose of advising the Board as to various matters regarding activities of the company, and/or to prioritize the goals and objectives of the company, but this delegation of authority is not exclusive and preemptory, but merely advisory.

The Board of Directors members and their addresses are as follows:

NAME

ADDRESS

1. Dr. Joseph Webster Sr. 2048 Centre Pointe Lane, Tallahassee, Florida
2. Dr. Isaac Moore 2160 Capital Circle, N. E., Tallahassee, Florida
3. Dr. Remelda Saunders-Jones 2160 Capital Circle, N.E., Tallahassee, Florida
4. Dr. Celeste Brickler-Hart 1705 S. Adams Street, Tallahassee, Florida

ARTICLE IX-BY LAWS

The By-Laws of this company shall be adopted by the initial directors named in these Articles of Organization and may thereafter be amended, altered, rescinded and/or new By-Laws adopted by the Board of Directors.

ARTICLE X-AMENDMENTS

Amendments to these Articles of Organization may be proposed by any member of the Board of Directors and may be adopted by affirmative vote of a majority of the Board of Directors.

ARTICLE XI-INDEMNIFICATION

The Company shall indemnify any Board Member to the fullest extent permitted by law; however, that the Company shall not indemnify any Board Member to the

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extent that the need for such indemnification was occasioned by willful fraud, deceit or misconduct on the part of such Board Member. Such indemnification shall not be deemed exclusive of any other rights to which such Board member may entitled under the company's bylaws, any agreement, vote of the Board of Directors or otherwise.

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THE ABOVE ARTICLES OF ORGANIZATION FOR TALLAHASSEE
CLINICAL RESEARCH ASSOCIATES, LLC. WERE ADOPTED BY THE
BORAD OF DIRECTORS OF THE COMPANY IN A SPECIAL MEETING HELD
ON 8/22/05..


IN WITNESS WHEREOF, the undersigned executes these amended and Restated
Articles Of Organization 8/22 2005

TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC.

By: Joseph L. Webster, Sr.

Joseph L. Webster, Sr. MD

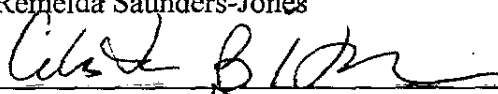
Chairman of Board



Dr. Isaac Moore



Dr. Remelda Saunders-Jones



Dr. Celeste Brickler-Hart

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TALLAHASSEE, FLORIDA

August 30, 2005

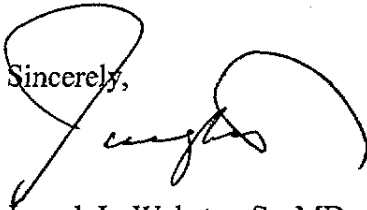
Ms. Glenda E. Hood
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC

TO WHOM IT MAY CONCERN:

I am Joseph L. Webster, Sr. MD. I am familiar with and accept the duties and responsibilities as registered agent for TALLAHASSEE CLINICAL RESEARCH ASSOCIATES, LLC, a company located in Tallahassee, Florida. If I can be of further assistance please let me know. (850-544-2279 ; joeleeweb1@aol.com)

Sincerely,



Joseph L. Webster, Sr. MD
Chairman of the Board
Tallahassee Clinical Research Associates, LLC

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