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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**DELRAY RESEARCH ASSOCIATES, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
DELRAY RESEARCH ASSOCIATES, LLC**

The undersigned, being all of the members of **DELRAY RESEARCH ASSOCIATES, LLC**, a Florida limited liability company formed hereunder (the "Company"), hereby form a limited company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is:

**DELRAY RESEARCH ASSOCIATES, LLC**

**ARTICLE II. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

**5130 Linton Blvd., Suite G-9  
Delray Beach, FL 33484  
Attn: Philippe A. Saxe, M.D.**

**ARTICLE III. STREET ADDRESS OF COMPANY**

The street address of the principal office of this Company is:

**5130 Linton Blvd., Suite G-9  
Delray Beach, FL 33484  
Attn: Philippe A. Saxe, M.D.**

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**ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The name and the street address of the registered agent of this Company in the State of Florida shall be:

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**William S. Kramer  
Greenspoon Marder P.A.  
2255 Glades Road, Suite 414-E  
Boca Raton, FL 33431**

**ARTICLE V. DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the written agreement of members owning a majority in interest of membership interests or pursuant to an event described in Article IX of these Articles of Organization.

**ARTICLE VI. MANAGEMENT**

The Limited Liability Company is to be managed by manager(s) who are member(s). The name and address of the managing member is set forth below. The managing members shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. No member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**Philippe A. Saxe, M.D.  
5130 Linton Blvd., Suite G-9  
Delray Beach, FL 33484**

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**ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon compliance with the terms and conditions of the Company's operating agreement governing transfer restrictions. Any new member admitted to the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company, if so required, and upon such member's agreement to comply with these Articles of Organization, its operating agreement, if any, and such other documents, statutes, rules, operating agreement or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon compliance with the terms and conditions of the Company's operating agreement governing transfer restrictions. The rights of the assignee shall be subject to the operating agreement, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the operating agreement of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

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**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/****DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the operating agreement, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be continued unless the members elect to dissolve the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company, in which event, the Company shall be dissolved. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's operating agreement, if any, then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

**ARTICLE XII. OPERATING AGREEMENT**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal an operating agreement or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

**ARTICLE XIII. LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**ARTICLE XIV. PURPOSE**

The Company's business and purpose shall consist solely of the ownership and operation of a medical clinical research and testing facility and related businesses, and in connection therewith the Company may purchase, lease, sell, mortgage, convey and

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otherwise deal with all manners of real and personal property and may conduct such other activities as are necessary, incidental or appropriate in connection therewith.

#### **ARTICLE XV. TITLE TO COMPANY PROPERTY**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

#### **ARTICLE XVI. SEPARATENESS/OPERATIONS MATTERS**

The Company shall:

- (1) maintain books and records and bank accounts separate from those of any other person;
- (2) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (3) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (4) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (5) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (6) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;


- (7) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (8) conduct business in its own name, and use separate stationery, invoices and checks;
- (9) not commingle its assets or funds with those of any other person; and
- (10) not assume, guarantee or pay the debts or obligations of any other person.

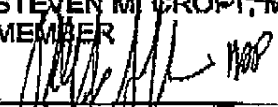
IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 14<sup>th</sup> day of December, 2005.


**MEMBER/MANAGERS:**


  
\_\_\_\_\_  
PHILIPPE A. SAXE, M.D.,  
MEMBER/MANAGER

**MEMBERS:**

  
\_\_\_\_\_  
STEVEN M. CROFT, M.D.  
MEMBER

  
\_\_\_\_\_  
PHILLIP S. KALLEN, M.D.  
MEMBER

  
\_\_\_\_\_  
STEVEN I. GOODMAN, M.D.  
MEMBER

  
\_\_\_\_\_  
MARYPAT CLEMENTS, D.O.  
MEMBER



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY  
COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The name of the limited liability company is:

**Delray Research Associates, LLC**

2. The name and address of the registered agent and office is:

**William S. Kramer  
Greenspoon Marder, P.A.  
2255 Glades Road, Suite 414-E  
Boca Raton, FL 33431**

*Having been named as registered agent and to accept service of process for  
the above stated limited liability company at the place designated in this  
certificate, I hereby accept the appointment as registered agent and agree to  
act in this capacity. I further agree to comply with the provisions of all  
statutes relating to the proper and complete performance of my duties, and I  
am familiar with and accept the obligations of my position as registered  
agent.*

  
William S. Kramer

Date: 12/15/05

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