N0200008021

September 10, 2002

R00008198988—3 -10/04/02-01019-009 *****78.75 *****78.75

Division of Corporations Post Office Box 6327 Tallahassee, Florida 32317

RE: Infectious Disease Research Institute
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the Infectious Disease Research Institute and a check in the amount of \$78.75 for the filing fee. Please file the Articles of Incorporation in the State records, send the Registered Agent, Olayemi Osiyemi, M.D., proof of filing, as well as, a certified copy of the Articles of Incorporation. Dr. Osiyemi's address is: 1411 N. Flagler Drive, Suite 9000, West Palm Beach, FL 33401; (561) 832-6770.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact me or Dr. Osiyemi.

Very truly yours,

Louis R. Townsend, Jr.

LRT:eh Enclosures

Louis/Ltr to State

Dr. Osi	yenis	gave
AUTHORIZA	TION BY PHONE TO	
CORRECT_	Art IX	
DATE	10/18	
DOC. EXAM	ne	

ne 10/18



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

October 4, 2002

DR. OLAYEMI OSIYEMI, M.D. 1411 N. FLAGLER DRIVE SUITE 9000 WEST PALM BEACH, FL 33401

SUBJECT: INFECTIOUS DISEASE RESEARCH INSTITUTE Ref. Number: W02000028795

We have received your document for INFECTIOUS DISEASE RESEARCH INSTITUTE and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of 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) 245-6067.

Neysa Culligan Document Specialist New Filing Section

Letter Number: 902A00055934

ARTICLES OF INCORPORATION

FILED

OF

02 OCT -4 PM 3: 20

SECRETARY OF STATE

INFECTIOUS DISEASE RESEARCH INSTITUTEUNG SEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a Not for Profit Corporation pursuant to Florida Statute Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the Not for Profit Corporation shall be the Infectious Disease Research Institute Inc., located at 1411 N. Flagler Drive, Suite 9000, West Palm Beach, FL 33401.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address for the Not for Profit Corporation known as the Infectious Disease Research Institute Inc. will be 1411 N. Flagler Drive, Suite 9000, West Palm Beach, FL 33401.

ARTICLE III - PURPOSE

The purpose of the Not for Profit Corporation known as the Infectious Disease Research Institute Inc. is to engage in every phase and aspect of the practice of medicine to facilitate quality medical care to any and all individuals with or without HIV infections regardless of age, sex, color religion or national origin by providing health services, engaging in research, and/or promoting prevention programs and workshops. In addition, the Not for Profit Corporation known as the Infectious Disease Research Institute Inc. will endeavor to facilitate the delivery of therapeutic medicines from pharmaceutical companies to patients. The Not for Profit Corporation known as the Infectious Disease Research Institute Inc. will also attempt to decrease the incidence of HIV Infections by engaging in research on the disease and developing and/or implementing preventative programs through the use of literature, lectures and/or social outreach programs. The Not for Profit Corporation known as the Infectious Disease Research Institute Inc. may enter into contracts, lease and/or agreements, may own licenses and/or obtain licenses and/or any other intellectual property, may own, obtain, lease, rent and/or otherwise acquire real estate as well as sell, disburse, and/or terminate leases etc for real property, mortgages, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of medical services.

Articles of Incorporation

Infectious Disease Research Institute Inc.

Page 2

ARTICLE IV - DIRECTORS

The Board of Directors shall consist of four members, including a President, a Vice President, a Treasurer, and a Secretary. The founder, Olayemi Osiyemi, M.D. shall serve as President, the Co-Founder, Valerie Duncan-Osiyemi, shall serve as Vice-President, Alade Afolabi shall serve as Treasurer, and Wanda Christiani shall serve as Secretary. The members of the Board of Directors shall serve indefinitely. Upon resignation, the remaining members of the board shall appoint a replacement. The addresses for the above named Board Of Directors are as follows:

Olayemi Osiyemi, M.D. 1411 N. Flagler Drive, Suite 9000 West Palm Beach, FL. 33401

Valerie Duncan-Osiyemi 1411 N. Flagler Drive, Suite 9000 West Palm Beach, FL 33401

Alade Afolabi 15181 N.W. 1st street Pembroke pines, FL 33028

Wanda Christiani 3320 N.W. 188th Street Miami, FL 33056

ARTICLE V - TERM OF EXISTENCE

The Not for Profit Corporation shall have perpetual existence commencing on the effective date contained in Article IX of these Articles of Incorporation that are being filed with the Department of State of the State of Florida.

ARTICLE VI - REGISTERED AGENT OFFICE AND AGENT

The address of the initial registered agent's office of the Not for Profit Corporation known as the Infectious Disease Research Institute Inc. is:

Olayemi Osiyemi, M.D.

1411 N. Flagler Drive Suite 9000 West Palm Beach, FL 33401

Articles of Incorporation Infectious Disease Research Institute Inc. Page 3

ARTICLE VII - INCORPORATOR

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

Olayemi Osiyemi, M.D.

1411 N. Flagler Drive Suite 9000 West Palm Beach, FL 33401

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law.

ARTICLE IX - EFFECTIVE DATE

The effective date of this corporation shall be September 27, 2002

OLAYEMI OS(YEMI, M.D.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on the 30 day of ________, 2002.

STATE OF FLORIDA COUNTY OF PALM BEACH

REFORE ME the undersigned authority on this the day of Appendix personally appeared Olayemi Osiyemi, M.D., who is personally known to me, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

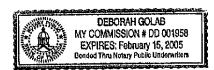
WITNESS my hand and official seal in the County and State aforesaid, the year and date last written.

Notary Public State of Florida

(SEAL)

STATE OF FLORIDA

DEPARTMENT OF STATE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

INFECTIOUS DISEASE RESEARCH INSTITUTE INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN WEST PALM BEACH, FLORIDA, HAS NAMED OLAYEMI OSIYEMI, M.D., RESIDENT AGENT, LOCATED AT 1411 NORTH FLAGLER DRIVE, SUITE 9000, WEST PALM BEACH, FLORIDA, 33401 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

DATED <u>Sep</u>, <u>30</u>, 2002.

OLAYEMI OSIYEMI, M.D. - PRESIDENT INFECTIOUS DISEASE RESEARCH INSTITUTE INC.

ACCEPTANCE OF REGISTERED AGENT

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

DATED Sep , 30, 2002.

OLAYEMI OSIYEMI, M.D. - PRESIDENT

INFECTIOUS DISEASE RESEARCH INSTITUTE INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA