

Division of Corporations

Page 1 of 1

**P000000015984****Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H00000007045 8)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations

Fax Number : (850) 922-4001

**From:**

Account Name : MICHAEL HARRIS, P.A.

Account Number : I19990000234

Phone : (561) 478-7077

Fax Number : (561) 478-1817

**FILED**  
00 FEB 15 PM 1:29  
SECRETARY OF STATE  
PALM BEACH, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.****New Pharmaceutical Development Associates, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

**Electronic Filing Menu****Corporate Filing****Public Access Help**

(H00000007045 8)

**ARTICLES OF INCORPORATION  
OF  
NEW PHARMACEUTICAL DEVELOPMENT ASSOCIATES, INC.**

**FILED**  
00 FEB 15 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of this corporation is New Pharmaceutical Development Associates, Inc.

**Article II - Principal Address**

11190 Biscayne Boulevard  
North Miami, FL 33181

**Article III - Commencement**

This corporation shall commence on the date of execution and acknowledgement of these Articles.

**Article IV - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article V - Capital Stock**

This corporation is authorized to issue 10,000 shares of common stock, par value \$.10 per share.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Denise Smith, 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401.

(H00000007045 8)

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

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

Peter A. Savarese  
1645 Palm Beach Lakes Boulevard, Suite 550  
West Palm Beach, Florida 33401.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation. Notwithstanding the indemnification provided for by this Article X, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

(H00000007045 8)

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15<sup>th</sup> day of February, 2000.


  
Peter A. Savarese, Incorporator

STATE OF FLORIDA            )  
                                      ) SS.:  
COUNTY OF PALM BEACH )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Peter A. Savarese, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 15<sup>th</sup> day of February, 2000.

ADRIENNE I. SHAFFER  
Notary Public, State of Florida  
My comm. exp. Mar. 2, 2003  
Comm. No. CC813980

  
Notary Public  
My commission expires: 3/2/2003

DATA/SFBC/NEWPDA/CORP/ARTICLES-New PDA

(H00000007045 8)

(H00000007045 8)

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

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

FIRST--THAT New Pharmaceutical Development Associates, Inc.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF

FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED Denise Smith

LOCATED AT 1645 Palm Beach Lakes Boulevard, Suite 550

CITY OF West Palm Beach

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE: Peter A. Savarise

TITLE: Incorporator

DATE: February 15, 2000

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Denise J. Smith

DATE: February 15, 2000

FILED  
00 FEB 15 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA