

Division of Corporations

Page 1 of 1

P000000016034**Florida Department of State**

Division of Corporations

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

Certificate of Status	1
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION
OF
NEW CLINICAL DEVELOPMENT ASSOCIATES, INC.**

Article I - Name

The name of this corporation is New Clinical 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.

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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.

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

Peter A. Savarese
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 _____ day of February, 2000.

ADRIENNE I. SHAFFER
Notary Public, State of Florida
My comm. exp. Mar. 2, 2003
Comm No. CC813880

Adrienne Shaffer
Notary Public
My commission expires: 3/2/2003

DATA/SPBC/NBW/PA/CORP/ARTICLES-New CDA

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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 Clinical 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: Pety A. SanchezTITLE: IncorporatorDATE: 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. SmithDATE: February 15, 2000

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