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Attorneys at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Jerome Miller Jason R. Hull

October 17, 2000

Secretary of State Corporate Records Bureau Division of Corporations P.O. Box 6327 Tallahassee, FL 32301

300003434083--3 -10/20/00--01089--012 \*\*\*\*\*78.75 \*\*\*\*\*\*78.75

Re: EMERALD COAST PHARMACEUTICAL RESEARCH, INC.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, for filing in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the fee in this respect. Upon filing, please return one copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,

VJEROME MILLE

// Attorney at Law

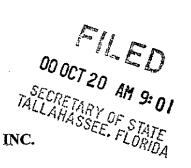
JJM/dh

Enclosures (as stated)

cc: Charisse Urquhart (w/o enc.) d:\....\corporate\emeraldcoastpharm\secstate.lt1

## ARTICLES OF INCORPORATION

OF.



# EMERALD COAST PHARMACEUTICAL RESEARCH, INC.

## ARTICLE I

#### NAME

The name of this Corporation is Emerald Coast Pharmaceutical Research, Inc.

## ARTICLE II

#### DURATION

This Corporation shall have perpetual existence.

### ARTICLE III

## **PURPOSE**

This Corporation is initially organized for the operation of any or all lawful business purposes for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

This Corporation shall have all corporate powers enumerated in said Chapter 607.

#### ARTICLE IV

## CAPITAL STOCK

The Corporation is authorized to issue 2,500 shares of \$1.00 par value common stock, which shall be designated "common shares".

#### ARTICLE V

## PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI**

## INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 415 Mountain Drive, Suite 3, Destin, Florida 32541 and the initial registered agent of this Corporation at that address is J. Jerome Miller.

#### ARTICLE VII

#### INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Charisse Urquhart 56 Spires Lane, Suite 12B Santa Rosa Beach, FL 32459

## **ARTICLE VIII**

## PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 56 Spires Lane, Suite 12B, Santa Rosa Beach, Florida 32459.

## ARTICLE IX

#### INCORPORATOR

The name and address of the person signing these Articles is: Charisse Urquhart, 56 Spires Lane, Suite 12B, Santa Rosa Beach, Florida 32459.

## ARTICLE X

## **INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### ARTICLE XI

# ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 16<sup>th</sup> day of October, 2000.

Marisse Sparin CHARISSE URQUHART

# STATE OF FLORIDA COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared CHARISSE URQUHART, who is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the  $16^{th}$  day of October, 2000.

NOTARY PUBLIC



Personally Known OR Produced Identification Type of Identification Produced

# ACCEPTANCE

I hereby am	familiar with an	d accept the	duties and	responsibilities	as registered	agent for
EMERALD COAST	Γ PHARMACEU	ITICAL RES	EARCH, I	NC.		

Personally Known Type of Identification Produced

	J. JEROME MILLER TO SECRETARY OF THE SECRETARY OF THE PROPERTY
STATE OF FLORIDA	<u>p</u> r
COUNTY OF OKALOOSA	
IN WITNESS WHEREOF, I have her October, 2000.	cnowledged before me that he executed same.  reunto set my hand and official seal this the 16th day of
	NOTARY PUBLIC
Personally Known	OR Produced Identification