

P01000097539
Joseph E. Gayton
Attorney And Counselor At Law

September 28, 2001

SECRETARY OF STATE
DIVISION OF CORPORATIONS
Attention: NEW FILINGS
P.O. Box 6327
Tallahassee, Florida 32314

800004623098--5
-10/04/01--01032--013
*****70.00 *****70.00

RE: Articles of Incorporation for
CLINICAL RESEARCH NETWORK OF FLORIDA, INC.

Dear Sir/Madam:

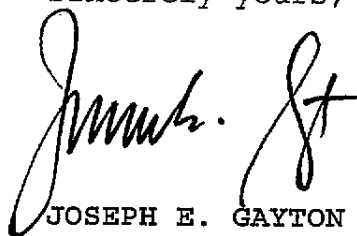
Enclosed is the original and one copy of the Articles of Incorporation for the above-named corporation. The Registered Agent Certificate is attached, as is the "S" Corporation Election. Also enclosed is our check payable to your order in the amount of \$70.00.

The check represents the following fees:

| | |
|----------------------|----------------|
| Filing Fee | \$35.00 |
| Registered Agent Fee | <u>\$35.00</u> |
| TOTAL: | \$70.00 |

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned. Thank you for your attention and consideration in this regard.

Sincerely yours,


JOSEPH E. GAYTON

JEG/ms

enclosures: Articles of Incorporations
Registered Agent Certificate
Subchapter "S" Election
Check (\$70.00)

cc: G. LARRY MITCHUM
GLEN J. GOLEMI

FILED
01 OCT -4 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLINICAL RESEARCH NETWORK OF FLORIDA, INC.

FILED
01 OCT -4 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as subscribers of a corporation under the Florida Corporation Law, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is **CLINICAL RESEARCH NETWORK OF FLORIDA, INC..**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of theses Articles with the Department of State.

ARTICLE III

PURPOSE

The corporate purpose is to transact any and all lawful business, and to do all things incidental thereto or connected therewith which are not forbidden by the Florida Corporation Law or by other law or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United

States or by the foreign country.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of no par value common stock, which shall be designated as "Common Shares."

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the shareholders, dividends payable in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK

The shares of the corporation shall not be divided into classes.

ARTICLE V

ADDRESS

The initial address in Florida of the principal office of the corporation is 6101 Webb Road, Suite 202, Tampa, Florida 33615.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 thereof as nearly as may be done without issuing fractional shares, at the price at which the

stock is offered to others.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have four directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

YASSER A. KHALED
518 Oak Alley Drive
Pearl River, Louisiana 70452

GLEN J. GOLEMI
2931 Windridge Oaks Drive
Palm Harbor, Florida 34684

G. LARRY MITCHUM
10206 Tarpon Drive
Treasure Island, Florida 33706

IGNATIUS THOMAS, M.D.
200 Dutton Court
Slidell, Louisiana 70461

ARTICLE VIII

INITIAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 6101 Webb Road, Suite 202, Tampa, Florida 33615, and the name of the initial registered agent of the corporation is **JOSEPH E. GAYTON** at 6101 Webb Road, Suite 202, Tampa, Florida 33615.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| G. LARRY MITCHUM | 10206 Tarpon Drive Treasure Island, Florida 33706 |

ARTICLE X

AMENDMENTS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the shareholders.

ARTICLE XI

CUMULATIVE VOTING

At each election of officers, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of officers to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of candidates.

ARTICLE XII

CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by shareholders of not less than one-tenth (1/10) of the shares entitled to vote.

ARTICLE XIII

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under the directions of, the shareholders of this corporation.

ARTICLE XIV

INDEMNIFICATION

The corporation shall indemnify any officer or former officer to the full extent permitted by law.

ARTICLE XV

AMENDMENT TO ARTICLES OF INCORPORATION

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

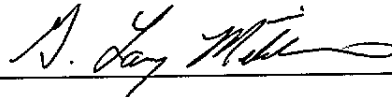
ARTICLE XVI

TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of

September, 2001.

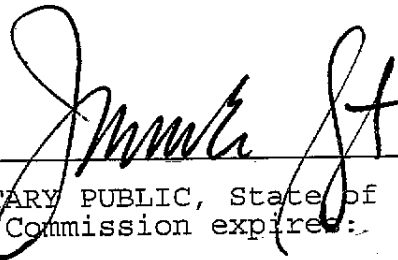


G. LARRY MITCHUM

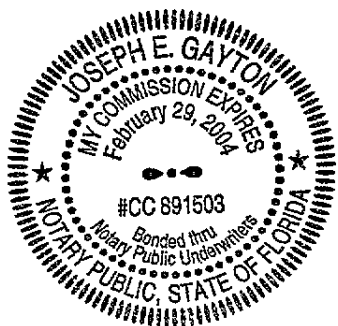
STATE OF FLORIDA :

COUNTY OF PINELLAS :

BEFORE ME, the undersigned authority, personally appeared this day, G. LARRY MITCHUM, who is personally known to me, who did take an oath, and who being first duly sworn, deposes and states that he is the person referred to in the foregoing Articles of Incorporation and that he is signing the same freely and voluntarily for the purposes intended by said Articles, on this 28th day of September, 2001.



NOTARY PUBLIC, State of Florida
My Commission expires:



REGISTERED AGENT CERTIFICATE

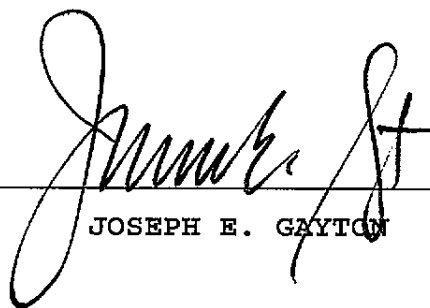
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01 OCT -4 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **CLINICAL RESEARCH NETWORK OF FLORIDA, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, in the City of Pinellas Park, Florida, County of Pinellas, State of Florida, has named **JOSEPH E. GAYTON**, located at 6101 Webb Road, Suite 202, City of Tampa, County of Hillsborough, and State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

BY: _____



JOSEPH E. GAYTON

EXHIBIT

CLINICAL RESEARCH NETWORK OF FLORIDA, INC.
ELECTION UNDER SECTION 1362, INTERNAL REVENUE CODE
"S" CORPORATION ELECTION

RESOLVED that the corporation does elect to be taxed as a small business corporation for income tax purposes under the provisions of Section 1362, Internal Revenue Code as it hereafter exists or is subsequently amended.

FURTHER RESOLVED that the officers of this corporation are to obtain and file within the time required by law, the consent of all shareholders of this corporation to this election and further do such other acts and deeds as may from time to time be required to fully comply with the requirements of Section 1362, Internal Revenue Code.

FURTHER RESOLVED that the officers of this corporation are authorized and directed to execute and file with the Internal Revenue Service any and all proper forms or documents required or necessary, including Form 2553 of the United States Treasury Department, Internal Revenue Service, for this corporation to be taxed as a small business corporation, an "S" corporation under the Internal Revenue Code.

FURTHER RESOLVED that the secretary of the corporation is directed to attach a copy of Form 2553 with the Internal Revenue Service.

BY: _____


G. LARRY MITCHUM, President

CLINICAL RESEARCH NETWORK OF FLORIDA, INC.

CLINICAL RESEARCH NETWORK OF FLORIDA, INC.

CORPORATE BANKING RESOLUTION

RESOLVED that SUNTRUST BANK, 10290 Regency Park Boulevard, Port Richey, Florida 34668, is designated as a depository of CLINICAL RESEARCH NETWORK OF FLORIDA, INC., 6101 Webb Road, Suite 202, Tampa, Florida 33615, and Treasurer of this corporation is G. LARRY MITCHUM, who is directed to open a deposit account with the depository and the Secretary is directed to certify to the depository (1) a copy of the bylaws of the corporation, or all such parts thereof as relate to its deposit or collection accounts, the duties of the officers, the endorsement of notes, drafts, checks, etc., deposited or drawn against the same, the borrowing of money by the corporation, by whom the bylaws may be altered or amended, and to further certify that the bylaws are now in full force and effect, and (2) a statement naming the officers of this corporation authorized to endorse or sign notes, drafts, checks, etc., with specimens of their respective signatures for use by the depository for purposes of comparison; and the signature shall be binding upon this corporation until revocation in writing is filed with the bank; and

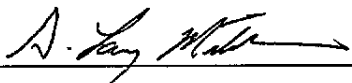
FURTHER RESOLVED that all drafts, checks, etc., drawn against the account shall be signed by the President, Vice President or Treasurer (only one signature required). All notes of the corporation, and to hypothecate and transfer to the bank collateral securities or other property of any character of this corporation as may be required to secure any indebtedness to the bank; to accept drafts, acceptances and other instruments payable at the bank; to waive demand, protest and notice of protest or dishonor of any check, note, bill draft or other instrument made, drawn or endorsed by this corporation: President, Vice President or Treasurer (one signature required).

FURTHER RESOLVED that any officer mentioned above is authorized to endorse all notes, checks or drafts payable to the corporation and deposited to the credit of the account, or the endorsement may be made by rubber stamp or facsimile signature. The bank is authorized to honor, receive, certify or pay all instruments signed in accordance with this resolution even though drawn or endorsed to the order of any officer signing the same, payable to cash or bearer or in payment of the individual obligation of the officer, or for deposit to his personal account and the bank shall not be required or be under any obligation to inquire as to the circumstances of the issuance or use of any instrument signed in accordance with this resolution or the application or

disposition of the instrument or the proceeds thereof, and to execute individual trust receipts on the bank's form, binding upon this corporation.

FURTHER RESOLVED that the following persons are officers of the corporation in the capacities set opposite their respective name, and that as such, are authorized to sign for or on behalf of this corporation.

Dated this 28th day of September, 2001.



BY: G. LARRY MITCHUM, President
CLINICAL RESEARCH NETWORK OF FLORIDA, INC.