

FD2000109228

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700007768757-5
-09/16/02-01053-013
*****78.75 *****78.75

Subject: ADVANCED CLINICAL RESEARCH SYSTEMS, INC

EFFECTIVE DATE
10-4-02

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75.

FROM: Advanced Clinical Research Systems, Inc
Armando A. De Fera, M.D.
600 N. Hiatus Road, Suite 203
Pembroke Pines, Florida 33026
(954) 392-7155

FILED
02 OCT -9 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature]

602-27055
625 (geffer) State



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 17, 2002

ARMANDO A. DE FERIA, M.D.
600 N. HIATUS ROAD
SUITE 203
PEMBROKE PINES, FL 33026

SUBJECT: ADVANCED CLINICAL RESEARCH SYSTEMS, INC.
Ref. Number: W02000027055

We have received your document for ADVANCED CLINICAL RESEARCH SYSTEMS, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 402A00053023

ARTICLES OF INCORPORATION
OF
ADVANCED CLINICAL RESEARCH SYSTEMS, INC.

FILED
02 OCT -9 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation for the practice of clinical research under the laws of the State of Florida.

ARTICLE I
NAME

EFFECTIVE DATE
10-4-02

The name and mailing/street address of the principal office of the company shall be:

Advanced Clinical Research Systems, Inc.
600 North Hiatus Road, Suite 203
Pembroke Pines, FL 33026

ARTICLE II
NATURE OF BUSINESS

This corporation is organized for the sole and specific purpose of rendering clinical research services.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE V
REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Corporation shall be:

Lydia Fuxa
600 North Hiatus Road, Suite 203
Pembroke Pines, FL 33026

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI
PREEMPTIVE 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 the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

ARTICLE VII

DIRECTORS

This Corporation shall have two (2) Directors, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial members of the Board of Directors is:

President

**Armando A. De Feria, M.D.
600 N. Hiatus Road, Suite 203
Pembroke Pines, Florida 33026**

Vice President

**Robert Romero
600 N. Hiatus Road, Suite 203
Pembroke Pines, Florida 33026**

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles Of Incorporation is:

**Armando A. De Feria, M.D.
600 N. Hiatus Road, Suite 203
Pembroke Pines, Florida 33026**

**Robert Romero
600 N. Hiatus Road, Suite 203
Pembroke Pines, Florida 33026**

ARTICLE X
CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 4th day of October, 2002.

Armando A. De Fera, M.D.

BY: 

ITS: PRESIDENT

Robert Romero

BY: 

ITS: Vice President

STATE OF Florida
COUNTY OF Broward

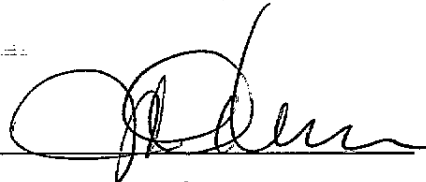
BEFORE ME, a Notary Public, personally appeared Armando A. De Fera, M.D. to me known to be the person described as Incorporator or who has produced DRIVERS License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hands and official seal at Broward County, Florida, this 4th day of October, 2002.

My Commission Expires:



Lydia Janella De Fera
Commission # CC 952019
Expires June 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

STATE OF Florida
COUNTY OF Broward

BEFORE ME, a Notary Public, personally appeared Robert Romero to me known to be the person described as Incorporator or who has produced DRIVERS License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hands and official seal at Broward County, Florida, this 4th day of October, 2002.

My Commission Expires:



Lydia Janella De Fera
Commission # CC 952019
Expires June 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Advanced Clinical Research Systems, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the ARTICLES OF INCORPORATION, has named **Lydia Fuxa**, 600 North Hiatus Road, Suite 203 Pembroke Pines, FL 33026, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above states Company, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, is familiar with the requirements of this undertaking, and agrees to comply with the provisions of said statute relative to keeping open said office.



Lydia Fuxa

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SECRETARY OF STATE
TALLAHASSEE FLORIDA