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## LARRY D. KELLAR ATTORNEY AT LAW

LARRY D. KELLAR

5514 N. DAVIS HWY., SUITE 105 PENSACOLA, FLORIDA 32503 (850) 479-1710

July 14, 2003

Secretary of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

Re: Pensacola Research Consultants, Inc.

### Gentlemen:

Enclosed is an original plus one (1) copy of the Articles of Incorporation for the above named proposed corporation. In addition, a check in the sum of \$78.75 is enclosed for the following:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Register Agent Designation	\$35.00
Total	\$78.75

Please file the original and return a certified copy of the Articles to my attention.

Thank you for your assistance in this matter.

Very truly yours,

Larry D. Kellar

LDK/dcc Enclosures

# FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA 03 SEP -8 PM 3: 29

### PENSACOLA RESEARCH CONSULTANTS, INC.

### ARTICLE I - NAME

The name of this Corporation is <u>Pensacola Research</u>

<u>Consultants, Inc.</u>

### ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles. The corporation's existence shall commence effective the date its Articles are filed.

### ARTICLE III

This Corporation is organized for the purposed of transacting any or all lawful business, including, but not limited to <u>clinical</u> <u>trial management</u>.

### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

### ARTICLE V - 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 he or she already holds, shall have the right to purchase his or her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 1765 E. Nine Mile Road, Suite #1, #365, Pensacola, FL 32514.

### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Larry D. Kellar, and the initial registered office address is <u>5514</u>
North Davis Highway, Suite 105, Pensacola, FL 32503.

### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 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:

Tamara Lynn Floyd - 1765 E. Nine Mile Road, Suite # 1, # 365, Pensacola, FL 32514

### ARTICLE VIX - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

Tamara Lynn Floyd 1765 E. Nine Mile Road Suite # 1, # 365

Pensacola, FL 32514

### ARTICLE X - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned has/have hereunto set their hands and seal(s) to these Articles of Incorporation this

Signed, sealed and delivered

nce of:

TAMARA LYNN

2003.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this

day of What

LARRY D. KELLAR

, 2003, by TAMARA LYNN FLOYD.

NOTARY

My Commission Expires: 12/20/06

### DESIGNATION AND ACCEPTANCE

OF

### REGISTERED AGENT OF

### Pensacola Research Consultants, Inc.

In accordance with Chapters 48 and 607, Florida Statutes, Larry D. Kellar, Esquire, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5514 North Davis Highway, Suite 105, Pensacola, FL 32503, has named Larry D. Kellar, Esquire, located thereat of its registered agent to accept service of process within the State.

By LARRY D. KELLAR, ESQUIRE

Having been named as registered agent to accept service of process for the above-state corporation, at the location designated herein, I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for said corporation, and agree to act in that capacity and agree to comply with the laws of Florida applicable therein.

HARRY D. KELLAR, ESQUIRE Registered Agent

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