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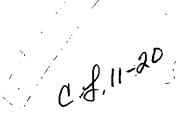
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# BOSWELL & DUNLAP LLP

#### ATTORNEYS AT LAW

Clarence A. Boswell 1902-2005

Established 1900

P.O. Drawer 30 Bartow, Florida 33831

Charles E. Bentley
Dabney L. Conner
W. A. "Drew" Crawford
George T. Dunlap, III
Keith D. Miller
Frederick J. Murphy, Jr.

Sean R. Parker Donald H. Wilson, Jr. November 6, 2006

245 South Central Avenue Bartow, Florida 33830 Phone: (863) 533-7117 Fax: (863) 533-7412

Sender's e-mail address: fjm@bosdun.com

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Central Florida Research Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, Certificate Designating Registered Office and Registered Agent, and our check for \$78.75, which represents fees for filing, Registered Agent Designation and a certified copy of the Articles of Incorporation.

Please return the certified copy directly to me at your earliest convenience.

Sincerely yours,

Frederick J. Murphy, Jr.

FJM:bch Enclosures

cc: Mr. C. A. Boswell (with enclosures)



FLORIDA DEPARTMENT OF STATE Division of Corporations

November 13, 2006

BOSWELL & DUNLAP LLP P.O. DRAWER 30 BARTOW, FL 33831

SUBJECT: CENTRAL FLORIDA RESEARCH INC.

Ref. Number: W06000049508

We have received your document for CENTRAL FLORIDA RESEARCH INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2007 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

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) 245-6047.

Carolyn Lewis Document Specialist New Filing Section

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

of

#### CENTRAL FLORIDA RESEARCH INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under under Chapter 607 of the Statutes of the State of Florida.

#### ARTICLE I.

#### Name

The name of this corporation is CENTRAL FLORIDA RESEARCH INC.

#### ARTICLE II.

#### **Purpose and Powers**

The Corporation is organized for the purpose of engaging in the business researching and development of various medical tests, of a diagnostic nature to determine the presence of various diseases present in warm blooded animals.

The Corporation may do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

#### ARTICLE III.

#### Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of common stock having a nominal or per value of One Dollar (\$1.00) per share.

#### ARTICLE IV.

#### **Initial Capital**

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

#### ARTICLE V.

### **Term of Existence**

This Corporation is to exist perpetually.

#### ARTICLE VI.

#### Address

The mailing address of this Corporation is P. O. Box 599, Lake Alfred, Florida 33850, and the initial street address of the principal office of this Corporation in the State of Florida is 245 Seminole Avenue, N, Lake Alfred, Florida 33850 and the initial Registered Agent at said office is Tom Long, Chief Executive Officer. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

#### ARTICLE VII.

#### **Directors**

The number of the directors comprising the Board of Directors of this Corporation shall be three (3) but the same may be increased or decreased from time to time by majority vote of the Board of Directors.

The name and street address of the member of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until after his or her successor is elected and has qualified, are as follows:

<b>Name</b>	Address
Clarence A. Boswell	P O Box 599 Lake Alfred, Florida 33850
Estes Baxter	P O Box 599 Lake Alfred, Florida 33850
Tom Long	P O Box 599 Lake Alfred, Florida 33850

#### ARTICLE VIII.

#### **Officers**

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The name and street address of the officers of the Corporation to serve until the first annual meeting or until a successor is elected and has qualified, are as follows:

<u>Name</u>	<u>Address</u>	<b>Office</b>
Clarence A. Boswell	245 Seminole Avenue, N.	President
	P O Box 599	
	Lake Alfred, Florida 33850	•

Estes Baxter	245 Seminole Avenue, N. P O Box 599 Lake Alfred, Florida 33850	Vice President
Tom Long	245 Seminole Avenue, N. P O Box 599 Lake Alfred, Florida 33850	Secretary-Treasurer

## ARTICLE IX.

## **Incorporators**

The names and addresses of the incorporator of this Corporation are as follows:

<u>Name</u>	Address
Clarence A. Boswell	245 Seminole Avenue, N
	P O Box 599
	Lake Alfred, Florida 33850
Estes Baxter	245 Seminole Avenue, N.
	P O Box 599
	Lake Alfred, Florida 33850
Tom Long	245 Seminole Avenue, N.
-	P O Box 599
•	Lake Alfred, Florida 33850

# ARTICLE X.

# **Subscriber to Stock**

The name, address and number of shares of the subscriber to stock in this Corporation are as follows:

<u>Name</u>	<u>Address</u>	<b>Shares</b>
Clarence A. Boswell	245 Seminole Avenue, N. P O Box 599 Lake Alfred, Florida 33850	200
Estes Baxter	245 Seminole Avenue, N. P O Box 599 Lake Alfred, Florida 33850	200

200

Tom Long

245 Seminole Avenue, N. P O Box 599 Lake Alfred, Florida 33850

#### ARTICLE XI.

#### Restraint on Alienation of Shares

The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a two-thirds majority of the stockholders of the Corporation, in a separate agreement between all parties any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

#### ARTICLE XII.

#### Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators, have hereunto set their hand and seal this 3rd day of September 2006, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State and certify these Articles of Incorporation and certify that the facts contained herein are true.

Clarence A Roswell

Incorporator

Drog Povior

Incorperator

Tom Long Incorporator

STATE OF FLORIDA COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Clarence A. Boswell, Estes Baxter and Tom Long, who are personally known to be the persons described in as a subscriber and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that they subscribed to these Articles of Incorporation as their voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 3rd day of September 2006.

November

Notary Public

THIS INSTRUMENT PREPARED BY: Frederick J. Murphy, Jr.
Boswell & Dunlap LLP
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831
(863) 533-7117

SHARON L URIE
MY COMMISSION # DD 229619
EXPIRES: October 5, 2007
Bondled Thru Notary Public Underwriters

The above are personally known to me.

06 NOV 17 M II: 24

# CERTIFICATE DESIGNATINGIALI REGISTERED OFFICE AND REGISTERED A

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said provisions:

That CENTRAL FLORIDA RESEARCH INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Bartow, County of Polk, State of Florida, has designated 245 Seminole Avenue, N, Lake Alfred, Florida 33850 as its registered office and Tom Long, as its registered agent at said office to accept service of process within this state.

#### ACKNOWLEDGEMENT:

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

By Cong Registered Agent