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TALLAHASSEE, FLORIDA

**MORAN KIDD**  
ATTORNEYS AT LAW

Moran ■ Kidd ■ Lyons ■ Johnson & Berkson, P.A.

April 3, 2008

Aldo G. Bartolone, Jr.

Walter G. Benjamin

Gary M. Berkson

Richard V. Blystone

Kathryn L. Ebel

Frank Garcia

Mark H. Jamieson

Scott E. Johnson

James F. Kidd

Clinton C. Lyons, Jr.

Brian J. Moran

Thomas P. Moran

W. Charles Nix

Sarah P. Reiner

**Via Federal Express**

Division of Corporations  
Clifton Building  
Attn: Dianne Cushing  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Occupational Health Research, Inc. Dissolution/Domestication

Dear Ms. Cushing:

Please find enclosed the following documents with respect to the Dissolution of the above-referenced corporation and the simultaneous Domestication of the Maine corporation having the same name:

1. Articles of Dissolution;
2. Transmittal Letter/Certificate of Domestication; and
3. Articles of Incorporation.

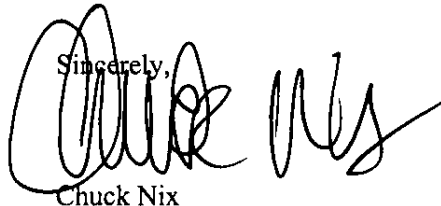
Please also find enclosed a check in the amount of One Hundred and Seventy-Two Dollars and Fifty Cents (\$172.50) made payable to the Florida Division of Corporations, representing payment for the Dissolution, the Certificate of Domestication, the Articles of Incorporation and certified copy and certificate of status.

Pursuant to our telephone conversation on Monday, March 31, 2008, you advised me that this process could be done simultaneously in order to avoid another person or entity taking this corporate name. **Please be advised that Occupational Health Research, Inc., a Florida corporation, will not revoke its dissolution.** This will allow our client to simultaneously domesticate the Maine entity also named Occupational Health Research, Inc.

If you have any questions, please do not hesitate to give me a call.

Thank you.

Sincerely,



Chuck Nix

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TALLAHASSEE, FLORIDA

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Enclosure

cc: Client, attorney LaLiberty

Respond to: PO Box 472, Orlando, FL 32802-0472

111 N. Orange Ave., Suite 1200, Orlando, FL 32801-2361 | 6625 Miami Lakes Drive E., Suite 213, Miami Lakes, FL 33014

Ph: 407.841.4141 ■ Fax: 407.841.4148 | Ph: 305.777.3866 ■ Fax: 305.777.3867

moran-kidd.com

## TRANSMITTAL LETTER

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

**SUBJECT:** DOMESTICATION OF OCCUPATIONAL HEALTH RESEARCH, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

|  |                |
|--|----------------|
| Certificate of Domestication                 | \$50.00        |
| Articles of Incorporation and Certified Copy | <u>\$78.75</u> |
| Total to domesticate and file                | \$128.75       |

**OPTIONAL:**

|                       |         |
|-----------------------|---------|
| Certificate of Status | \$ 8.75 |
|-----------------------|---------|

**FROM:** SCOTT E. JOHNSON

Name (printed or typed)

111 N. ORANGE AVENUE, SUITE 1200

Address

ORLANDO, FL 32801

City, State & Zip

(407)841-4141

Daytime Telephone Number

## CERTIFICATE OF DOMESTICATION

The undersigned, WILLIAM L. NEWKIRK, MD, SECRETARY,  
(Name) (Title)

of OCCUPATIONAL HEALTH RESEARCH, INC. a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was NOVEMBER 8, 1985.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was THE STATE OF MAINE.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was OCCUPATIONAL HEALTH RESEARCH, INC..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is OCCUPATIONAL HEALTH RESEARCH, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was THE STATE OF MAINE.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am WILLIAM L. NEWKIRK, of OCCUPATIONAL HEALTH RESEARCH, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 3rd day of April, 2008.



(Authorized Signature)

|  |          |
|--|----------|
| Filing Fee:                                  |          |
| Certificate of Domestication                 | \$50.00  |
| Articles of Incorporation and Certified Copy | \$78.75  |
| Total to domesticate and file                | \$128.75 |

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**OCCUPATIONAL HEALTH RESEARCH, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

**Name.** The name of the Corporation is **Occupational Health Research, Inc.** (the "Corporation").

ARTICLE II

**Principal Office and Mailing Address.** The street address of the principal office and the mailing address of the Corporation is 647 Mulberry Avenue, Celebration, FL 34747.

ARTICLE III

**Business Purpose.** This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

**Capital Stock.** The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 2,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

**Term of Existence.** The Corporation shall have perpetual existence.

ARTICLE VI

**Initial Registered Office and Agent.** The street address of the initial registered office of the Corporation is 347 Mulberry Avenue, Celebration, FL 34747 and the name of the initial registered agent of the Corporation at that address is WILLIAM L. NEWKIRK, MD.

## ARTICLE VII

**Number of Directors.** The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

## ARTICLE VIII

**Initial Board of Directors.** The name and street address of each member of the Corporation's initial Board of Directors are as follows:

| <u>Name</u>     | <u>Address</u>                               |
|-----------------|--|
| William Newkirk | 647 Mulberry Avenue<br>Celebration, FL 34747 |
| Dana Kempton    | 28 Research Drive<br>Skowhegan, ME 04976     |
| Richard Willett | 28 Research Drive<br>Skowhegan, ME 04976     |

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## ARTICLE IX

**Incorporator.** The name and street address of each incorporator to these Articles of Incorporation are as follows:

| <u>Name</u>            | <u>Address</u>  |
|------------------------|---|
| SCOTT E. JOHNSON, ESQ. | 111 North Orange Avenue, Suite 1200<br>Orlando, Florida 32801 |

## ARTICLE X

**Lost or Destroyed Certificates.** Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 3<sup>rd</sup> day of April, 2008.

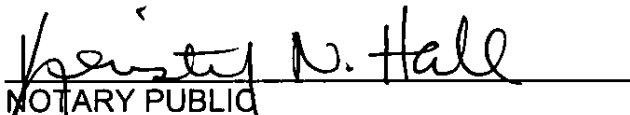


\_\_\_\_\_  
SCOTT E. JOHNSON, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SCOTT E. JOHNSON to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 3<sup>rd</sup> day of April, 2008.

  
\_\_\_\_\_  
NOTARY PUBLIC

**Kristy N. Hale**  
Commission # DD600423  
Expires November 11, 2010  
Bonded Troy Fair - Insurance, Inc. 800-385-7019

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**CERTIFICATE DESIGNATING  
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. The name of the Corporation is Occupational Health Research, Inc.
2. As designated in the Articles of Incorporation filed with this certificate, the name and the Florida street address of the registered agent is:

WILLIAM L. NEWKIRK, MD  
647 Mulberry Avenue  
Celebration, FL 34747

3. The street address of the registered office and the street address of the business office of the registered agent are identical.

**ACKNOWLEDGMENT:**

Having been designated as the Registered Agent and to accept service of process for Occupational Health Research, Inc., I hereby accept the designation and agree to act as the Registered Agent of said Corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.

William L. Newkirk MD  
WILLIAM L. NEWKIRK, MD

Dated: April 3, 2008

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