

P08000077157

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000197394 3)))



H080001973943ABC8

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

RECEIVED AUG 19 2008

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 AUG 19 PM 4:29

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

Clinical Advantage, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

T. Burch AUG 20 2008

H08000197394

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 AUG 19 PM 4:29

FILED

**ARTICLES OF INCORPORATION
OF
CLINICAL ADVANTAGE, INC.**

The undersigned, desiring to form a corporation for profit (the "*Corporation*") under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Clinical Advantage, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation in Florida are located at 24566 Harbour View Drive, Ponte Vedra Beach, Florida 32082.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Capital Stock. This Corporation is authorized to issue 1,100,000 shares of common stock of par value of \$0.01 per share. One hundred thousand (100,000) shares shall be designated as Class A Voting Common shares, and one million (1,000,000) shares shall be designated as Class B Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of voting common shares.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

H08000197394

H08000197394

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. The Corporation elects not to have preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of the Corporation is 818 North A1A, Suite 104, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of the Corporation at that address is Fisher, Tousey, Leas & Ball, P.A.

ARTICLE V INCORPORATOR

The name and address of the incorporator of the Corporation are:

Mary Jane Jacobs
24566 Harbour View Drive
Ponte Vedra Beach, Florida 32082

ARTICLE VI DIRECTORS

(a) Number. The Corporation shall have one (1) director initially. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial director of the Corporation are:

Mary Jane Jacobs 24566 Harbour View Drive
Ponte Vedra Beach, Florida 32082

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

H08000197394

Aug 19 08 12:48p

H08000197394

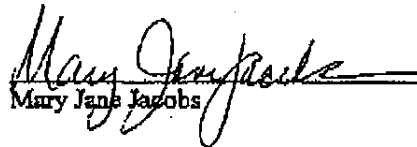
**ARTICLE VII
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VIII
DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually. The Corporation's existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Corporation existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, these Articles of Incorporation are signed and acknowledged this 19th day of August, 2008.


Mary Jane Jacobs

H08000197394

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, Clinical Advantage, Inc., a Florida corporation (the "*Corporation*"), submits the following statement in designating the registered office/registered agent, in the State of Florida:

The Corporation has named Fisher, Tousey, Leas & Ball, P.A., which maintains an office at 818 North A1A, Suite 104, Ponte Vedra Beach, Florida 32082, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

FISHER, TOUSEY, LEAS & BALL, P.A.,
a Florida professional service corporation

By: _____


John S. Ball, Vice-President