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Division of Corporations
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MERGER OR SHARE EXCHANGE**International Clinical Research, Inc.**

Certificate of Status	0
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MERGER
6/18

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May. 21 2009 12:11PM P2/B

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: INTERNATIONAL CLINICAL RESEARCH, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

JOSEPH R. MARION, ESQ.

Contact Person

BURNS & LEVINSON LLP

Firm/Company

125 SUMMER STREET

Address

BOSTON, MA 02110

City/State and Zip Code

JMARION@BURNSLEV.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOSEPH MARION

Name of Contact Person

At (617) 345-3000

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INTERNATIONAL CLINICAL RESEARCH, INC.	FLORIDA	P09000052490

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INTERNATIONAL CLINICAL RESEARCH, INC.	MASSACHUSETTS	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on JUNE 18, 2009

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on JUNE 18, 2009

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

INTERNATIONAL CLINICAL
RESEARCH, INC.



CHRISTINE W. MEEHAN, PRESIDENT

INTERNATIONAL CLINICAL
RESEARCH, INC.



CHRISTINE W. MEEHAN, PRESIDENT

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**AGREEMENT OF MERGER AND
PLAN OF MERGER AND REORGANIZATION**

Agreement of Merger and Plan of Merger and Reorganization (the "Agreement") dated as of the 18th day of June, 2009 by and between International Clinical Research, Inc., a Massachusetts corporation ("ICR-MA") and International Clinical Research, Inc., a Florida corporation ("ICR-FL").

WHEREAS, the directors of ICR-MA and ICR-FL have resolved that ICR-MA and ICR-FL be merged pursuant to the Business Corporation Act of the Commonwealth of Massachusetts ("MBCA") and the 2008 Florida Statutes ("FS") into a single corporation existing under the laws of the State of Florida, to wit, ICR-FL, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, as amended, and the regulations promulgated thereunder;

WHEREAS, the authorized capital stock of ICR-MA consists of 20,000 shares of Common Stock, no par value per share (hereinafter called "ICR-MA Common Stock"), of which 1,600 are issued and outstanding;

WHEREAS, the authorized capital stock of ICR-FL consists of 20,000 shares of Common Stock, \$0.01 par value per share (hereinafter called "ICR-FL Common Stock"), 1 share of which is outstanding; and

WHEREAS, the respective Boards of Directors of ICR-MA and ICR-FL have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the FS and the MBCA that ICR-MA shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida to wit, ICR-FL, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Shareholders' Meetings; Filings; Effects of Merger

1.1 ICR-MA Sole Shareholder's Approval. On or before June 18, 2009, the sole shareholder of ICR-MA shall adopt this Agreement in accordance with MBCA.

1.2 ICR-FL Sole Shareholder's Approval. On or before June 18, 2009, the sole shareholder of ICR-FL shall adopt this Agreement in accordance with FS.

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1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the sole shareholder of ICR-MA in accordance with the MBCA, (b) this Agreement has been adopted by the sole shareholder of ICR-FL in accordance with FS, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then the Articles of Merger shall be filed and recorded in accordance with FL and Articles of Merger shall be filed in accordance with the MBCA. Such filings shall be made on the same day. The Merger shall become effective on the date of filing of the Articles of Merger in Florida, which date is hereby referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of ICR-MA shall cease, and ICR-MA shall be merged into ICR-FL which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all restrictions, disabilities, and duties of ICR-FL; and all and singular, the rights, privileges, powers and franchises of ICR-MA, and all property, real, personal, and mixed, and all debts due to ICR-MA on whatever account, as well as for stock subscriptions and all other things in action or belonging to ICR-MA, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of ICR-MA, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Massachusetts or any other jurisdiction, in ICR-MA, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of ICR-MA shall be preserved unimpaired, and all debts, liabilities, and duties of ICR-MA shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of ICR-MA or the corresponding officers of the Surviving Corporation, may, in the name of ICR-MA, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation titles to and possession of all ICR-MA's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation shall be International Clinical Research, Inc.

2.2 Articles of Incorporation. The Articles of Incorporation of ICR-FL as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

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2.3 By-Laws. The By-Laws of ICR-FL, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the share of the capital stock of ICR-MA and the nature and amount of securities of ICR-FL which the holder of shares of ICR-MA Common Stock is to receive in exchange for such shares are as follows:

3.1 ICR-MA Common Stock. Each one share of ICR-MA Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of ICR-FL Common Stock, and outstanding certificates representing shares of ICR-MA Common Stock shall thereafter represent shares of ICR-FL Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for appropriate number of shares bearing the name of the Surviving Corporation.

3.2 ICR-FL Common Stock. All issued and outstanding shares of ICR-FL Common Stock held by ICR-MA immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of ICR-MA, if the sole director of ICR-MA or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 This Agreement may be signed in more than one counterpart, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement. This Agreement constitutes the entire agreement and supersedes all prior agreements and understanding, both written and oral, among the parties with respect to the subject matter thereof.

SIGNATURE PAGE TOP FOLLOW

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FAX NO. : 8502160460

May. 21 2009 12:12PM P8/B

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IN WITNESS WHEREOF, ICR-MA and ICR-FL have executed this Agreement
as an instrument under seal as of the date written below.

International Clinical Research, Inc.
(Massachusetts corporation)


Christine W. Meehan, President

Date: June 18, 2009

International Clinical Research, Inc.
(Florida corporation)


Christine W. Meehan, President

Date: June 18, 2009

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