

7960000053899

LAW OFFICES

COHEN, BERKE, BERNSTEIN, BRODIE, KONDELL & LASZLO

A PROFESSIONAL ASSOCIATION

MIAMI OFFICE  
TERREMARK CENTRE  
19TH FLOOR  
2601 SOUTH BAYSHORE DRIVE  
MIAMI, FLORIDA 33133-3460

TELEPHONE (305) 854-3900  
BROWARD (305) 523-6655  
TELECOPIER (305) 857-0857

KAREN Z. ROSEN  
Extension 1328

PLEASE REPLY TO: MIAMI OFFICE

DOCA RATON OFFICE  
LAKE WYMAN PLAZA  
SUITE 455  
2424 NORTH FEDERAL HIGHWAY  
DOCA RATON, FLORIDA 33471

TELEPHONE (407) 393-0407  
TELECOPIER (407) 394-0571

June 20, 1996

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

500001874265  
-06/25/96--01030--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Clinical Research of South Florida, Inc.

Gentlemen:

Enclosed herewith are the following:

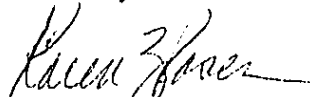
1. Original and one copy of the Articles of Incorporation of the above-captioned corporation.
2. Check, in the sum of \$122.50, payable to the Secretary of State, representing the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>
	<u>\$122.50</u>

Please certify and return to the undersigned the enclosed copy of the Articles of Incorporation. I have enclosed a stamped, self-addressed envelope for this purpose.

Thank you in advance for your usual courtesy.

Sincerely,

  
Karen Z. Rosen

KZR:ip  
Enclosures

100 JUN 25 1996

ARTICLES OF INCORPORATION  
OF  
CLINICAL RESEARCH OF SOUTH FLORIDA, INC.

FILED  
96 JUL 26 PM 4:17  
CLERK  
STATE OF FLORIDA

The undersigned, acting as incorporator of **Clinical Research of South Florida, Inc.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is: **Clinical Research of South Florida, Inc..**

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III**

**DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV**

**PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE V**

**PRINCIPAL OFFICE**

The principal office of the Corporation shall be:

299 Alhambra  
Coral Gables, Florida

## ARTICLE VI

### AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

<u>Name</u>	<u>Address</u>
Jeffrey B. Rosen	299 Alhambra Coral Gables, Florida
Harold Silberman	299 Alhambra Coral Gables, Florida

## ARTICLE IX

### INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Karen Z. Rosen	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

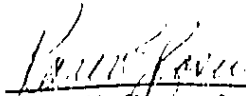
## ARTICLE X

### INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

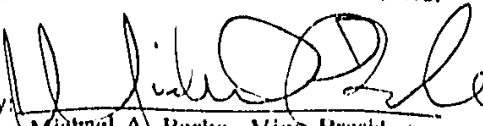
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of July, 1996.

  
\_\_\_\_\_  
Karen Z. Rosen, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for **Clinical Research of South Florida, Inc.** in the foregoing Articles of Incorporation, I, on behalf of **COBER Corporate Agents, Inc.**, a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

**COBER CORPORATE AGENTS, INC.**

By   
Michael A. Berke, Vice President

CU000017.krr

FILED  
95 JUN 24 PM 4:17  
CLERK OF COURT  
JAMES A. HARRIS