

001 HAYS STREET
JACKSONVILLE, FL 32202-3000
904-32-0000
904-32-0000 FAX
000-1-800-000-0000
P910000065284



PRESSURE HALL
FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 036598 140174A

AUTHORIZATION :

COST LIMIT : \$

Patricia Taylor
70.00

ORDER DATE : July 30, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 036598

CUSTOMER NO: 140174A

CUSTOMER: Ms. Deborah W. Taylor
GIBRALTAR TITLE SERVICES, INC.

900001908439

4655 Salisbury Road, Suite 350

Jacksonville, FL 32256

DOMESTIC FILING

NAME: SFX Enterprises, Inc.
~~FLORIDA CLINICAL RESEARCH, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

509-615-6111

W916-159660

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUL 30 AM 10:26

8/16/96
55 JUL 30 AM 11:59
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 AM 10:26

August 1, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SFX ENTERPRISES, INC.
Ref. Number: W96000015966

RESUBMIT

Please give original
submission date as file date.

We have received your document for SFX ENTERPRISES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return 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 (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 396A00036923

RECEIVED
DIVISION OF CORPORATIONS
26 AUG -2 PM 4:23



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 30 AM 10:26

July 31, 1996

OSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SFX ENTERPRISES, INC.
Ref. Number: W96000015966

RESUBMIT

Please give original
submission date as file date.

We have received your document for SFX ENTERPRISES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return 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 (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00036641

RECEIVED
96 AUG -1 PM 1:03
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
SFX ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 30 AM 10:26

ARTICLE I

Name and Duration

The name of the Corporation is SFX ENTERPRISES, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 1776 Anniston Road, Jacksonville, Florida 32246 and the mailing address of the Corporation is P. O. Box 60299, Ft. Myers, Florida, 33906-6299.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1776 Anniston Road, Jacksonville, Florida 32246. The name of the registered agent at such address is Tommy G. Saliba.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred Thousand (100,000) shares of Common Stock ("Common Stock") \$0.10 par value per share.

ARTICLE VI

Incorporators

The name and mailing address of the incorporators of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Tommy G. Saliba	P. O. Box 60299 Ft. Myers, FL 33609-6299
Paul G. Fox	P. O. Box 60299 Ft. Myers, FL 33609-6299

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Tommy G. Saliba	P. O. Box 60299 Ft. Myers, FL 33609-6299
Paul G. Fox	P. O. Box 60299 Ft. Myers, FL 33609-6299

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not 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 Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

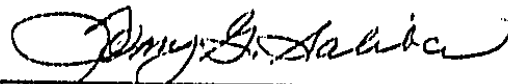
ARTICLE XI

Transfer of Shares

At any time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true, and I have accordingly herunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida,
this July 25 day of 1996.



Tommy G. Saliba I hereby am familiar with
and accept the duties and responsibilities as registered
agent for said corporation.

Paul G. Fox

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 AM 10:26

STEVEN C. KROGER
JAMES V. WALKER
PHILIP L. DILLINGHAM

10151 Deerwood Park Boulevard
Building 100, Suite 200
Jacksonville, Florida 32256-0959

Telephone (904) 998-9800
Facsimile (904) 998-0800
E-Mail wklaw@w-k.com

REPLY TO:
P.O. Box 550587
Jacksonville, Florida
32255-0587

April 21, 1997

P96000065284

Department of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

400002153514--7
-04/24/97--01050--004
*****35.00 *****35.00

Re: SFX Enterprises, Inc.

Ladies and Gentlemen:

Enclosed herewith are the original Articles of Dissolution for the above entity to be filed in your office. Also enclosed is a check in the amount of \$35.00 to cover the filing fees.

We have enclosed a photocopy of the Articles for you to stamp and return. If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & KOEGLER, P.A.

Peggy Adolphson

Peggy Adolphson
Legal Assistant

pa
Enclosures

FILED
97 APR 24 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Volume
Dissolved
5/1/97
Da*

**ARTICLES OF DISSOLUTION OF
SFX ENTERPRISES, INC.**

The undersigned, SFX Enterprises, Inc., a Florida corporation, pursuant to Section 607.1402 of the Florida Statutes (1996) by the hand of its President and attested by its Secretary, hereby sets forth its Articles of Dissolution and certifies:

ARTICLE I.

The name of the corporation is: SFX Enterprises, Inc.
The corporation was incorporated on July 30, 1996.

ARTICLE II.

The names and addresses of its current Board of Directors are as follows:

Tommy G. Saliba	1214 N.E. 9th Avenue Cape Coral, Florida 33909
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Paul G. Fox	Post Office Box 60299 Ft. Myers, Florida 33906
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The names and respective addresses of its current officers are as follows:

President & Secretary	Tommy G. Saliba 1214 N.E. 9th Avenue Cape Coral, Florida 33909
--------------------------	----------------------------------------------------------------------

Vice President & Treasurer	Paul G. Fox Post Office Box 60299 Ft. Myers, Florida 33906
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ARTICLE IV.

Adequate provision has been made for all debts, obligations and liabilities of the Company.

All of the remaining property and assets of the Company will have been distributed to the Shareholders of the Company on or before 4-3, 1997 in accordance with their respective rights and interests.

There are no actions pending against the Company in any court.

FILED
97 APR 24 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.

Attached hereto as Exhibit A is a copy of the resolutions whereby the Directors and Shareholders of the Corporation elected to dissolve the Corporation and adopted a plan of complete liquidation at a joint meeting on 4 - 3, 1997.

ARTICLE VI.

Notice of adoption of a plan of complete liquidation of the Company has been mailed to each known creditor of and claimant against the Company, if any.

ARTICLE VII.

These Articles of Dissolution shall be effective upon filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by this Company this 3 day of APRIL, 1997.

SFX ENTERPRISES, INC.

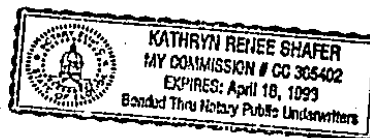
By: Tommy G. Saliba
Tommy G. Saliba
President and Secretary

STATE OF FLORIDA)

COUNTY OF lee)

The foregoing Articles of Dissolution were acknowledged before me this 3rd day of April, 1997, by Tommy G. Saliba, the President and Secretary of SFX Enterprises, Inc., [] who is personally known to me or [☒] who has produced FLDL as identification.

Kathryn Renee Shafer
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



G:\4660\DISSOLVE\ART

**RESOLUTIONS OF SHAREHOLDERS
OF
SFX ENTERPRISES, INC.**

Pursuant to the authority contained in Sections 607.0704, Florida Statutes, (1996), the adoption of the following preamble and resolutions is consented to by the Shareholders who have signed below and who constitute all of the Shareholders of this Corporation.

WHEREAS, the Directors of the Corporation have determined that there are no future prospects for operating the business of the Corporation and have proposed a plan of liquidation and distribution of assets of the Corporation.

NOW THEREFORE, BE IT RESOLVED, that all business of this Corporation is hereby terminated; and

FURTHER RESOLVED, that all purchases, contracts, dividends, contributions, compensations, acts, decisions, proceedings, elections, and appointments by the Directors and officers of the Corporation since the Corporation's inception be, and hereby are, approved; and

FURTHER RESOLVED, that the following plan of liquidation is adopted for assembling and marshaling of the assets of the Corporation, paying or making adequate provisions for creditors and debtors of the Corporation, and apportioning the remaining assets among the Shareholders according to their respective interests:

A. The Corporation has no liabilities in excess of \$ 100.00 and all such liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for such liabilities and obligations on or before 4-3, 1997.

B. The Corporation has assets whose total value is approximately \$ 100.00, and the officers of the Corporation are authorized to sell any or all of those assets for consideration and on terms and conditions that they deem reasonable or expedient, and to execute instruments that are necessary to transfer title to the assets.

C. After provision for or payment of known debts and liabilities of the Corporation, the officers of the Corporation are authorized and directed to distribute the remaining assets of the Corporation to the Shareholders of record in the following manner: (1) with respect to any cash, by distributing to each Shareholder of record a portion of the cash equal to the proportion that the shares owned by the Shareholder bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each Shareholder of record an undivided interest in each of the assets equal to the proportion that the shares of the

EXHIBIT A

Corporation owned by the Shareholder bears to the total issued and outstanding shares of the Corporation.

D. The distribution of assets shall be made to the Shareholders of this Corporation on the following conditions: (1) surrender for cancellation by the Shareholders of the certificate or certificates evidencing his or her ownership of capital stock of the Corporation; and (2) that the distribution shall be in complete satisfaction of the rights of each Shareholder as a Shareholder of the Corporation.

AND BE IT FURTHER RESOLVED, that the President of the Corporation is authorized to do any acts and to take any steps that are necessary or convenient to carry these resolutions into effect, including, but not limited to, the execution of any instruments that are required to vest title to the assets of this Corporation in the Shareholders; and

FURTHER RESOLVED, that the President of this Corporation is authorized and directed to take appropriate measures to obtain the Shareholder's approval of this authorized plan of liquidation by obtaining either the affirmative vote of the Shareholders entitled to cast at least a majority of the votes that all Shareholders are entitled to cast on the plan or by obtaining the written consent of all of the Shareholders to the plan; and

FURTHER RESOLVED, that the President of this Corporation is authorized and directed to execute all documents required by law to be filed, and to do all other things necessary or convenient to effect the dissolution of this Corporation.

Executed this 3 day of APRIL, 1997.


Tommy G. Saliba, Shareholder


Paul G. Fox, Shareholder