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**SPIEGELMAN AND SPIEGELMAN**  
ATTORNEYS AT LAW

DICAYNE BUILDING, SUITE 400  
10 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130

MAX SPIEGELMAN  
ROBERT I. SPIEGELMAN

TELEPHONE (305) 371-2000  
TELEFAX (305) 374-3000

September 4, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300001941093  
-09/06/96--01037--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Miami Research Associates, Inc.

Gentlemen:

Please find enclosed herewith an original and one (1) copy of the Articles of Incorporation and Registered Agent form regarding the above-captioned.

Also enclosed herewith, is this law firm's check number 3440, in the amount of \$122.50, payable to the Secretary of State, representing your charter fee in the amount of \$35.00; registered agent fee in the amount of \$35.00; and your fee for a certified copy of the Articles in the amount of \$52.50.

Please send us your acknowledgment and a certified copy of the Articles of Incorporation.

Thank you for your prompt attention to this matter.

Very truly yours,

SPIEGELMAN AND SPIEGELMAN

*Mickie R. Marino*

Mickie R. Marino, Secy. to  
MAX SPIEGELMAN, ESQ.

MRM  
Enclosures (as noted)

P. CHESLER SEP 9 1996

ARTICLES OF INCORPORATION  
OF  
MIAMI RESEARCH ASSOCIATES, INC.

FILED  
JUN 11 1956  
CLERK OF DISTRICT COURT  
SOUTH DALLAS, TEXAS

The undersigned subscribers, desiring to form a corporation hereby make, sign and subscribe to these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida.

I.

NAME: The name of the corporation is **MIAMI RESEARCH ASSOCIATES, INC.**

II.

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, and occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation. Further, in general to do any and all acts that may be necessary, convenient and appurtenant to the above-mentioned objects.

To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, agencies, patents, copyrights, trademarks, and licenses in the State of Florida and in other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes, either directly or incidental thereto, either alone or in association with other corporations, firms or individuals, either as principal or as agent, and to do every and all acts and things incidental to the benefit and protection of the corporation,

whether or not such business is similar to the objects and purposes above enumerated, and more particularly, to engage in the business of soliciting clinical trials from pharmaceutical sponsors and contract research organizations, and of enrolling and completing such clinical trials by carrying out the protocol of such studies as contracted, and such additional general purposes as may permit the conduct of all related and collateral activities.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and objects shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors, or otherwise.

### III.

**CAPITAL STOCK:** The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock, having a nominal or par value of ONE AND 00/100 (\$1.00) Dollar per share. That the shares of stock hereby authorized shall be issued and regulated pursuant to and in accordance with the provisions of 1244 of the Internal Revenue Code of 1954 and that the offer, sale and issue of such shares shall be carried out in such manner that, in the hands of qualified shareholders, such shares will receive the benefits of 1244 of the Internal Revenue Code of 1954.

**IV.**

**INITIAL CAPITAL:** The amount of capital with which this corporation will begin business is not less than One Thousand AND No/100 (\$1,000.00) Dollars.

**V.**

**TERM OF EXISTENCE:** This corporation is to exist perpetually.

**VI.**

**ADDRESS:** The street address of the initial principal office of this corporation is hereby designated to be 8950 North Kendall Drive, Suite 508, Miami, Florida, 33156; the name of the initial registered agent is hereby designated to be Howard I. Schwartz, M.D.

The corporation may change its registered office or registered agent pursuant to the provisions of 607.037, Florida Statutes.

**VII.**

**DIRECTORS:** This corporation shall have a Board of Directors consisting of two (2) Directors. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws adopted by the stockholders. The name and address of each individual serving as the initial Board of Directors is:

Howard I. Schwartz, M.D.                      President  
8950 North Kendall Drive  
Suite 508, Miami, Florida 33156

Robert T. Salzman, M.D.                      Secretary and Treasurer  
8950 North Kendall Drive  
Suite 410, Miami, Florida 33156

VIII.

**INCORPORATORS:** The names and post office addresses of the incorporators to these

Articles of Incorporation are:

Name.

Howard I. Schwartz, M.D.  
8950 North Kendall Drive  
Suite 508  
Miami, Florida 33156

Robert T. Salzman, M.D.  
8950 North Kendall Drive  
Suite 410  
Miami, Florida 33156

IX.

The shareholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders entitled to vote of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details hereof, shall be determined by the Board of Directors and the shareholders entitled to vote of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

X.

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this  
3 day of September 1996.

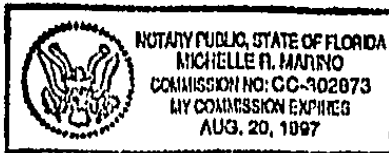
  
(SEAL)  
HOWARD I. SCHWARTZ, M.D.

  
(SEAL)  
ROBERT T. SALZMAN, M.D.

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, HOWARD I. SCHWARTZ, M.D., who ~~is~~ personally known to me or [ ] has produced his \_\_\_\_\_, as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida on this 3 day of September, 1996.



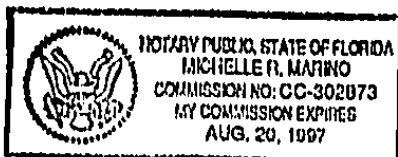
Michelle R. Marino  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
Printed Name: Michelle R. Marino  
My Commission No:  
My Commission Expires:



STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, ROBERT T. SALZMAN, M.D., who ~~is~~ personally known to me or [ ] has produced his \_\_\_\_\_, as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida on this 3 day of September, 1996.



Michelle R. Marino  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
Printed Name: Michelle R. Marino  
My Commission No:  
My Commission Expires:

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

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **MIAMI RESEARCH ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **HOWARD I. SCHWARTZ, M.D.**, located at 8950 North Kendall Drive, Suite 508, Miami, Florida, 33156, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)** Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

**HOWARD I. SCHWARTZ, M.D.**  
Registered Agent

FILED  
95 SEP -6 11:41  
TALLAHASSEE, FLORIDA