

796000103042

RUDEN, MCCLOSKEY, SMITH, ET. AL.

Requestor's Name

215 SOUTH MONROE STREET - #815

Address

TALLAHASSEE, FL 32301 681-9027

City/State/Zip

Phone #

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DIVISION OF CORPORATION

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

300002036273--4

-12/23/96--01033--017

*****70.00 *****70.00

1. Toxicology Ecology Research Risk Assessment, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOXICOLOGY ECOLOGY RESEARCH RISK ASSESSMENT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be TOXICOLOGY ECOLOGY RESEARCH RISK ASSESSMENT, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 3812 Bobbin Brook Circle, Tallahassee, Florida 32312.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common; such shares shall have a par value of \$.10.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation or as contained in any shareholder's agreement entered into pursuant to section 607.0732, Florida Statutes (1993), all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

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ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of One (1) director whose name and address are as follows:

Robert C. James
3812 Bobbin Brook Circle
Tallahassee, FL 32312

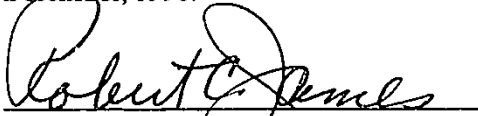
ARTICLE X

The initial registered agent of the corporation is Frank P. Rainer, Esq. The street address of the corporation's initial registered office is Ruden, McClosky, Smith, Schuster & Russell, P.A., 215 South Monroe Street, Suite 815, Tallahassee, FL 32301.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is Robert C. James, 3812 Bobbin Brook Circle, Tallahassee, FL 32312.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of December, 1996.

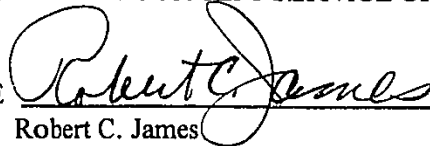

Robert C. James, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
THE SERVICE OF PROCESS WITHIN FLORIDA,
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

THAT TOXICOLOGY ECOLOGY RESEARCH RISK ASSESSMENT, INC.,
INCORPORATED AND DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
TALLAHASSEE, STATE OF FLORIDA, HAS NAMED FRANK P. RAINER, ESQ., LOCATED
AT RUDEN, McCLOSKEY, SMITH, SCHUSTER, & RUSSELL, P.A., 215 SOUTH MONROE
STREET, SUITE 815, TALLAHASSEE, FL 32301, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE

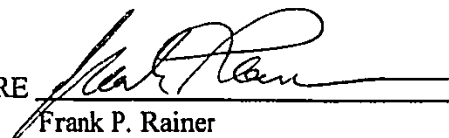

Robert C. James

TITLE President

DATE December 23, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


Frank P. Rainer

DATE December 23, 1996

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