

P970000034716

S

10:51 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

(( (H97000006258 2) ))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: NORTH AMERICAN CLINICAL RESEARCH, INC.

AUDIT NUMBER.....H97000006258

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

\*\* INVALID SELECTION...PLEASE RE-ENTER \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:05:57

FILED

97 APR 17 PM 3:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 17 1997

H97000006258

⑤

ARTICLES OF INCORPORATION  
OF

NORTH AMERICAN CLINICAL RESEARCH, INC.

FILED

97 APR 17 PM 3:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation shall be: North American Clinical Research, Inc.

ARTICLE II. ADDRESSES.

The address of the principal office of this corporation shall be 1131 S.E. 2nd Avenue, Fort Lauderdale, FL 33316 and the mailing address of the corporation shall be the same. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III. NATURE OF BUSINESS.

This corporation may engage in every aspect of the business of rendering medical services to the public that a physician licensed under the laws of the State of Florida is authorized to engage in. This corporation may also engage or transact in any and all lawful activities and businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the board of directors of this corporation. The minimum capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The street address of the initial registered office of the corporation shall be 2301 Sunset Drive, Miami Beach, FL 33140 and the name of the initial registered agent of the corporation at that address is Cheryl Julian Kaufman.

Prepared by:  
Cheryl Julian Kaufman, Esq.  
Cheryl Julian Kaufman  
2301 Sunset Drive  
Miami Beach, FL 33140  
(305) 538-5380  
FL Bar No. 623679

H97000006258

H97000006258

**ARTICLE VI. INCORPORATOR.**

The name and street address of the incorporator to these Articles of Incorporation is:  
Cheryl Julien Kaufman, P.A., 2301 Sunset Drive, Miami Beach, FL 33140.

**ARTICLE VII. INITIAL DIRECTORS.**

The number of directors that this corporation shall have initially is six. The number of directors may be altered from time to time as may be provided in the bylaws. The initial directors shall be Michael J. Rush, M.D. whose address is 3032 North Atlantic Boulevard, Fort Lauderdale, FL 33308, Claudio M. Smuclovsky, M.D. whose address is 3041 NE 39<sup>th</sup> Street, Fort Lauderdale, FL 33308, Mark H. Kravetz, M.D. whose address is 1700 Micanopy Avenue, Coconut Grove, FL 33133, Howard A. Robinson, M.D. whose address is 2639 NE 12<sup>th</sup> Street, Fort Lauderdale, FL 33304, Roger Swilley whose address is 1400 English Court, Wilmington, NC 28405, and Leon Galex whose address is 2700 Hemlock Farms, 103 Boulder Drive, Hawley, PA 18428 and they shall serve as the directors until their successors are elected and shall qualify.

**ARTICLE VIII. CUMULATIVE VOTING FOR DIRECTORS.**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE IX. RELATED PARTY TRANSACTIONS.**

No contract or other transaction of this corporation with any person, firm, other corporation or other entity, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested (directly or indirectly) in such contract or other transaction or in any way connected with such person, firm, corporation or other entity, and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person, corporation or other entity in which he or his family may be in any way interested.

**ARTICLE X-MAJOR DECISIONS AND MAJOR CHANGES.**

Each of the following matters shall require the approval of 66 2/3% of the issued and outstanding capital stock of the corporation:

- a. amendment of the articles of incorporation or bylaws of the corporation.
- b. the issuance, combination, split or other adjustment of (i) shares of stock, (ii) other securities, (iii) options, or (iv) other commitments of the corporation for the issuance of shares of stock or other securities of the corporation.

H97000006258

2

H97000006258

- c. any changes in corporate structure, whether by merger, reorganization or otherwise.
- d. any removal or replacement of any members of the board of directors or any additions to the board of directors.
- e. incurring any material liabilities or commitments on behalf of the corporation except for the purpose of purchasing products in the ordinary course of the corporation's business.
- f. mortgage, pledge, assign or subject to a lien or lease, sell or dispose of any part of the corporation's assets other than in the ordinary course of business.
- g. paying or agreeing to pay any compensation or other benefits to or for the benefit of one or more of the shareholders of the corporation.
- h. declaring any dividends or other distributions to the shareholders with respect to their shares.
- i. entering into any agreement or understanding which would be considered by reasonably prudent persons to be outside of the ordinary course of the corporation's business.
- j. any other matters which would be considered by reasonably prudent persons to be outside of the ordinary course of the corporation's business.
- k. entering into any agreements with any shareholders, members of their families or related parties (including trusts, corporations, partnerships, limited partnerships, limited liability companies, limited liability partnerships or other entities).
- l. any other major decision involving the Corporation and/or its business.

IN WITNESS WHEREOF, the undersigned agent of Cheryl Julien Kaufman, P.A. has hereunto set her hand and seal on April 16, 1997.

Cheryl Julien Kaufman, P.A.

By: Cheryl Kaufman  
Cheryl Julien Kaufman, Pres.

H97000006258

3

H97000006258

**ACCEPTANCE OF REGISTERED AGENT**

Cheryl Julian Kaufman having a business office identical with the registered agent of the corporation named above and having been designated as the registered agent in the foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

  
Cheryl Julian Kaufman

**FILED**  
97 APR 17 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000006258