

PA7000060789

LEWIS W. FISHMAN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR AT LAW
TWO DATRAN CENTER - SUITE 1101
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

LEWIS W. FISHMAN
BOARD CERTIFIED IN HEALTH LAW

TELEPHONE (305) 670-2100
FAX (305) 670-0793

July 8, 1997

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

Re: National Research Associates, Inc.

100002236071--2
-07/11/97--01082--006
***122.50 ***122.50

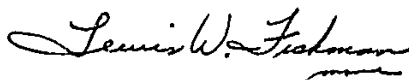
To Whom It Concerns:

Enclosed please find Articles of Incorporation for National Research Associates, Inc., and a check in the amount of \$122.50, which sum represents filing fees of \$35.00, Registered Agent Designation of \$35.00 and a certified copy in the amount of \$52.50.

If you deem the Articles in order, please proceed to file them of record and return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

Cordially,



Lewis W. Fishman

LWF:mmmr
Encis.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 AM 11:36

2/1/97

ARTICLES OF INCORPORATION

OF

NATIONAL RESEARCH ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 AM 11:35

ARTICLE I

NAME

The name of this Corporation is NATIONAL RESEARCH ASSOCIATES, INC.

ARTICLE II

PURPOSES

The purpose for which the Corporation is organized is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity within the purposes for which corporations may be organized under Chapter 607, Florida Statutes, being the Florida Business Corporation Act.

Without limiting the generality of the foregoing, the purposes of the corporation shall include, but are not limited to:

- (1) conducting drug and medical device research studies; and
- (2) serving as an IRB.

ARTICLE III

PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is c/o
11045 S.W. 69th Court, Miami, Florida 33156.

ARTICLE IV

CAPITAL STOCK

The total maximum number of shares that this Corporation is authorized to have outstanding at any one time is two thousand (2,000) shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one (1) class of stock, being common stock.

All authorized shares of stock shall be issued only for a consideration having a value in the judgment of the Board's Directors, at least equivalent to the full par value of the stock to be issued, and any and all shares so issued for not less than the consideration so prescribed or fixed by Board of Directors shall be fully paid and non-assessable.

The Corporation is authorized to place restrictions upon any stock authorized or issued by the Corporation and to enter into agreements with stockholders concerning any stock issued by this Corporation as to the following:

- (1) The transferability or assignment of such stock;
- (2) The preemptive right of the Corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment;
- (3) The redemption or purchase of such stock by the Corporation; and
- (4) The sale, pledge and involuntary or voluntary transfer of such stock.

The Corporation and its stockholders may enter into any agreement imposing reasonable restraints upon the transfer, alienation or voting of the shares of stock in the Corporation. However, such agreement shall be stated or referred to upon the Certificate

of Stock, and the Corporation will not, when properly notified, transfer on its books, any shares of stock of the Corporation issued to and held by parties to such agreements until adequate proof of compliance with the Agreement be furnished to the Corporation.

ARTICLE V

DIVIDENDS

Dividends shall be distributed, if any, in the determination of the Board of Directors, on a pro rata basis.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of this Corporation are as follows:

Irwin Halperin
11045 S.W. 69th Court
Miami, Florida 33156

ARTICLE VII

Except as otherwise provided by law, by these Articles of Incorporation, or its Bylaws, the business and affairs of the Corporation shall be conducted by, and the powers of this Corporation shall be exercised by or under the authority of a Board of Directors, which Board shall number not less than two (2) directors.

The initial number of Directors of this Corporation shall be four (4), provided, however, that such number may be changed from time to time in the manner provided in the Bylaws of this Corporation. The Directors named herein as the initial Directors shall hold office until the first annual meeting of the stockholders of the Corporation, at which time an election of Directors shall be held.

The names and addresses of such initial Directors of the Board are as follows:

Irwin Halperin
11045 S.W. 69th Court
Miami, FL 33156

Kenneth Kingston
4770 Sharp Road
Mandeville, LA 74071

Jennifer Burke
5122 Canal Circle South
Lake Worth, FL 33467

Sally Yantis
23036 B Oxford Place
Boca Raton, FL 33433

ARTICLE VIII

DISTRIBUTION ON DISSOLUTION

Upon the liquidation, dissolution, winding up or abandonment of the Corporation, the assets remaining after the payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to the holders of the capital stock on a pro rata basis.

ARTICLE IX

TERM OF EXISTENCE

The duration of this Corporation shall be perpetual.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

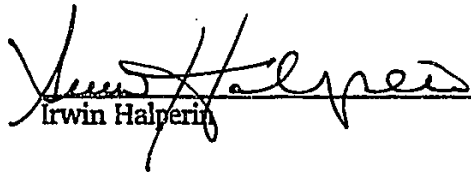
The street address of the initial Registered Office of this Corporation shall be:

9130 South Dadeland Blvd.
Suite 1121
Miami, Florida 33156

The name of the Corporation's Initial Registered Agent's address is:

Lewis W. Fishman

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator of this Corporation for the purpose of forming this Corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 8th day of July, 1997.


Irwin Halperin

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Before me the undersigned authority, personally appeared IRWIN HALPERIN, to me well known and known to me to be the individual described in, or who produced as identification well known, executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed same for the purposes therein expressed.

Witness my hand and official seal this 8th day of July, 1997 at Miami, Dade County, Florida.

Mary Margaret Rodgers
Notary Public, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL MARY MARGARET RODGERS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC650870 MY COMMISSION EXP. JUNE 10, 2001
--

ACCEPTANCE OF REGISTERED AGENT

LEWIS W. FISHMAN does hereby agree to act as Registered Agent, until his resignation or another Registered Agent is appointed.

July 8, 1997
Date Signed


Lewis W. Fishman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 PM 11:36