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5/28/98 9:57 AM

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: RUDNICK & WOLFE ACCT#: 076424002364
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111 FAX #: (813)229-1447

NAME: JESUS O. NAVARRO, M.D., P.A.
AUDIT NUMBER.....H98000009927
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...0 PAGES..... 3
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** ENTER 'M' FOR MENU. **

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98 MAY 28 PM 3:48
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
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*** TX REPORT ***

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5/28/98

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** ENTER 'M' FOR MENU. **

Attn: Teresa Brown

RECEIVED

98 MAY 28 PM 2:56

DIVISION OF CORPORATIONS

46849.00.001

H98000009927

**CERTIFICATE ACCOMPANYING
ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION OF
JESUS O. NAVARRO, M.D., P.A.**

FILED
98 MAY 28 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, JESUS O. NAVARRO, M.D., P.A. (the "Corporation"), a Florida corporation, certifies the following:

1. The name of the Corporation is Jesus O. Navarro, M.D., P.A.
2. The Articles of Restatement amend and restate the Corporation's Articles of Incorporation in their entirety.
3. The Articles of Restatement were adopted as of April 30, 1998.
4. The Articles of Restatement were adopted by the written consent of the sole member of the Board of Directors and the sole shareholder of the Corporation. The number of votes cast for the amended and restated Articles of Incorporation by the sole shareholder was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed this Certificate as of 5/18, 1998.

JESUS O. NAVARRO, M.D., P.A.

By: 
Jesus O. Navarro, M.D., President

Prepared by: R. Andrew Rock
Florida Bar No. 0377058
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GENESIS CLINICAL RESEARCH CORP.**

Pursuant to the provisions of Sections 607.1001, 607.1003, and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, **GENESIS CLINICAL RESEARCH CORP.** approves and adopts the following Amended and Restated Articles of Incorporation:

**I.
Name**

The name of the Corporation is **Genesis Clinical Research Corp.**

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 4302 West Beach Park Drive, Tampa, Florida 33609.

**IV.
Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.
Current Registered Office and Agent**

The street address of the current registered office of the Corporation is 4302 West Beach Park Drive, Tampa, Florida 33609 and the name of its current registered agent at such address is Jesus O. Navarro, M.D.

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VI.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

VII.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

VIII.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

IX.
Indemnification

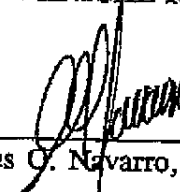
The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

X.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the President of the Corporation has signed these Amended and Restated Articles of Incorporation as of 5/18, 1998.

GENESIS CLINICAL RESEARCH CORP.

By: 
Jesus C. Navarro, M.D., President