



THE UNITED STATES
CORPORATION
COMPANY

PA8000107132

ACCOUNT NO. : 072100000032

REFERENCE : 079664 4327828

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 28, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 079664-005

CUSTOMER NO: 4327828

CUSTOMER: Neal W. Knight, Esq
ALLEY MAASS ROGERS & LINDSAY,
ALLEY MAASS ROGERS & LINDSAY,
321 Royal Poinciana Pl., South

900002723379-1
-12/28/98-01083-002
*****78.75 *****78.75

Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: WATERSIDE CLINICAL RESEARCH
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 28 PM 3:17

RECEIVED
98 DEC 28 PM 12:16
12/28/98

EFFECTIVE DATE

12/23/98

FILED
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DIVISION OF CORPORATIONS
98 DEC 28 PM 3:17

ARTICLES OF INCORPORATION
OF
WATERSIDE CLINICAL RESEARCH SERVICES INC.

Article I - Name

The name of this corporation is WATERSIDE CLINICAL RESEARCH SERVICES
INC.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of
execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful
business.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of ONE DOLLAR (\$1.00)
par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for
cash, assets or other consideration, shall have the right to purchase a pro rata share
thereof (as nearly as may be done without issuance of fractional shares) at the price
at which it is offered to others.

Article VI - Principal Office: Mailing Address

The mailing address of this corporation is 2015 North Flagler Drive West Palm Beach, FL 33407.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Alley, Maass, Rogers & Lindsay, P.A., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is NEAL W. KNIGHT, JR.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Steven Krumholz, M.D.
2015 North Flagler Drive
West Palm Beach, FL 33407

Article IX - Incorporator

The name and address of the person signing these Articles is: Steven Krumholz, M.D., 2015 North Flagler Drive, West Palm Beach, FL 33407.

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Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

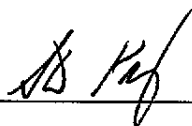
Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of December, 1998.

A handwritten signature in black ink, appearing to be "S. King", written over a horizontal line.

Acceptance of Designation

The undersigned, NEAL W. KNIGHT, JR., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

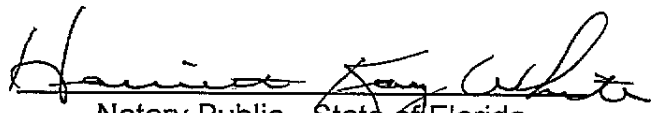
A handwritten signature in black ink, appearing to be "Neal W. Knight, Jr.", written over a horizontal line.
NEAL W. KNIGHT, JR.

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STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 23rd day of December, 1998,
by NEAL W. KNIGHT, JR., who is personally known to me.

NOTARY SEAL


Notary Public - State of Florida
HARRIETT Kay White
Print Name

My Commission Expires:

My Commission Number:



HARRIETT KAY WHITE
Notary Public, State of Florida
My Commission Expires Oct. 27, 2002
Commission No. CC 778295