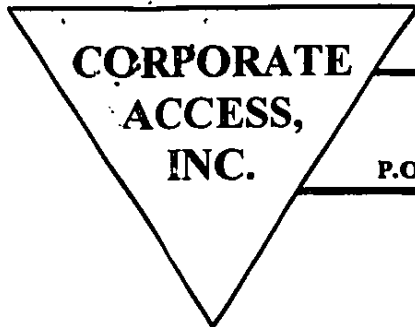


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Merger

1.) Clinical Development Associates, Inc.

(CORPORATE NAME & DOCUMENT #)

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2.)

(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

Merger

5.)

(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.)

(CORPORATE NAME & DOCUMENT #)

10.)

(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
97 APR 15 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 15 AM 10:41
DIVISION OF CORPORATION

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CLINICAL DEVELOPMENT ASSOCIATES, INC., a Florida corporation V43116

INTO

CLINSITES/CLINICAL DEVELOPMENT ASSOCIATES, INC., a North Carolina
corporation not qualified in Florida.

File date: April 15, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

MERGING

**CLINICAL DEVELOPMENT ASSOCIATES, INC.,
a Florida Corporation**

INTO

**CLINSITES/CLINICAL DEVELOPMENT ASSOCIATES, INC.,
a North Carolina Corporation**

FILED
97 APR 15 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 55-11-05 of the North Carolina Business Corporation Act and Section 607.1105 of the Florida 1989 Business Corporation Act, CLINSITES/CLINICAL DEVELOPMENT ASSOCIATES, INC., a North Carolina corporation ("CSS/CDAI"), hereby submits these Articles of Merger for the purpose of merging Clinical Development Associates, Inc., a Florida corporation ("CDAI") with and into CSS/CDAI:

1. CDAI, CSS/CDAI and Pharmaceutical Development Associates, Inc., a North Carolina corporation and the sole shareholder of CDAI ("PDA") approved and adopted the following Plan of Merger on February 28, 1997:

(a) Upon the effectiveness of these Articles of Merger, CDAI shall be merged with and into CSS/CDAI and the separate corporate existence of CDAI shall thereupon cease (the "Merger"). CSS/CDAI shall be the surviving corporation in the Merger (the "Surviving Corporation"). The Merger shall have the effects specified in Section 55-11-06 of the North Carolina Business Corporation Act ("NCBCA") and Section 607.1106 of the Florida Business Corporation Act ("FBCA").

(b) The Articles of Incorporation of CSS/CDAI in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, until duly amended in accordance with applicable law.

(c) The Bylaws of CSS/CDAI in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until duly amended in accordance with applicable law.

(d) D. Scott Davis, Barrie M. Phillips, Ph.D and Lynne S. Gessner shall be the initial directors of the Surviving Corporation as of the Effective Time.

(e) The initial officers of the Surviving Corporation as of the Effective Time shall be D. Scott Davis, President, Lynne S. Gessner, Vice President and Traci Locke, Secretary.

(f) At the Effective Time, each share of Common Stock, par value \$1.00 per share, of CDAI (the "CDAI Common Stock") issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one (1) share of Common Stock, no par value, of CSS/CDAI (the "CSS/CDAI Common Stock").

(g) As a result of the Merger and without any action on the part of the holder thereof, upon effectiveness of the Merger, all shares of CDAI Common Stock shall cease to be outstanding and shall be cancelled and retired and shall cease to exist, and the holder of shares of CDAI Common Stock shall thereafter cease to have any rights with respect to such shares of CDAI Common Stock, except the right to receive, without interest, shares of CSS/CDAI Common Stock upon the surrender of a certificate representing such shares of CDAI Common Stock.

2. This Merger shall become effective on the date these Articles of Merger are filed with the North Carolina Secretary of State and the Florida Department of State.

3. Upon effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to "Clinical Development Associates, Inc."

IN WITNESS WHEREOF, CSS/CDAI and CDAI have caused these Articles of Merger to be duly executed by their respective duly authorized officers as of this 10 day of April, 1997.

CLINSITES/CLINICAL DEVELOPMENT ASSOCIATES, INC.

By: D. Scott Davis
D. Scott Davis
President

CLINICAL DEVELOPMENT ASSOCIATES, INC.

By: _____
Lynne S. Gessner
President

IN WITNESS WHEREOF, CSS/CDAI and CDAI have caused these Articles of Merger to be duly executed by their respective duly authorized officers as of this 10th day of April, 1997.

CLINSITES/CLINICAL DEVELOPMENT ASSOCIATES, INC.

By: _____
D. Scott Davis
President

CLINICAL DEVELOPMENT ASSOCIATES, INC.

By: Lynne S. Gessner
Lynne S. Gessner 4/10/97
Vice President
OK LG
4/10/97