

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. ID #

74258

BUSINESS CORPORATION

SUB CHAPTER-S

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Independent Research Nurses, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

Coordinating clinical drug trials and any other lawful purpose.

Including; Contacting pharmaceutical companies via telephone and sending out information, implementation of protocols, scheduling site visits and site initiation visits with Sponsor as well as Investigator meetings, explaining programs to patients, reviewing information consents to patients, witnessing patient signing IFC, recruitment and screening of new candidates including comprehensive and social medical history, assessment of participants eligibility of study participation.

SE 18 1956 51 130

RECEIVED  
CORPORATIONS  
DIVISION

913#9  
107/54

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares .. 400 shares (common)

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

ALL SUCH SHARES ARE TO BE WITHOUT PAR VALUE.

or

(b) If more than one class: Total number of shares ..

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The corporation reserves the right to adopt applicable preemptive rights pertaining to its shares by means of its by-laws as the same may be from time to time amended and/or by means of stock purchase and/or stock redemption agreements as from time to time be adopted and executed. Unless and until preempted by specific provisions adopted pursuant to the foregoing reservation, the preemptive rights contained in the next succeeding paragraph shall be applicable.

Said corporation shall have the right in the case of the sale of the shares of the stock of any stockholder to purchase said shares at the lowest price at which said stockholder is willing to sell before the same is to be sold him to any other party; provided, however, that said corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell said shares and the price at which he is willing to sell, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation said shares so sold and if the corporation shall not elect to purchase said shares within thirty (30) days, then such stockholder may, at any time within twenty (20) days after the expiration of said thirty (30) days sell said shares to any other party but at not less than the price at which the same were offered to this corporation.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The corporation is a close corporation pursuant to Section 7-1.1-51 of the General Laws of Rhode Island, 1956, as amended; and the internal affairs of the corporation are governed by the by-laws and the provisions of the statutes in such case made and provided.

SEVENTH. The address of the initial registered office of the corporation is 1070 Reservoir Avenue, Cranston, Rhode Island 02910 (add Zip Code) and the name of its initial registered agent at such address is: David C. Moretti, Esquire

*Signature of registered agent*

EIGHTH. The number of directors constituting the initial board of directors of the corporation is THREE (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Lisa M. Crandall	2306 Pinewood Drive, Esmond, RI
Johana Pezzullo	
Lynne Haughey	

The officers shall be elected by the incorporators pursuant to Section 7-1.1-47 of the Rhode Island General Laws, 1956 as amended at a meeting to be held on the date shown below, when the corporate existence is to begin.

NINTH. The name and address of each incorporator is:

Name	Address
David C. Moretti	1070 Reservoir Avenue, Cranston, RI 02910

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):


Immediately upon filing.

Dated 10/14, 1993

*Signature of incorporator*

STATE OF RHODE ISLAND } City  
COUNTY OF PROVIDENCE } In the ~~TOWN~~ of Cranston  
in said county this 14<sup>th</sup> day of October, A.D. 19<sup>93</sup>  
then personally appeared before me David C. Moretti

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

  
Notary Public Jeffrey S. Bahr