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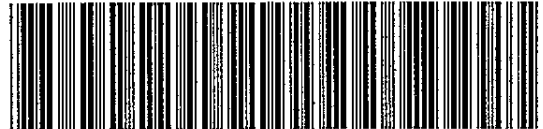
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 5/25/04
Arend & Lesch

Harry A. Jones
Attorney at Law
Certified Public Accountant (Ga.)

4420 S. Washington Avenue
Titusville, Florida 32780
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REPLY TO:
(X) Titusville
() Melbourne

1901 S. Harbor City Blvd.
Suite 500
Melbourne, Florida 32901
Tel: (321) 433-3776
Fax: (321) 723-4092

May 18, 2004

Secretary of State
Division of Corporations
Attn: Ms. Pam Smith
P.O. Box 6327
Tallahassee, FL 32301

Re: The 1948 Society of The University of the
West Indies Medical Alumni Association, Inc.

Dear Sir/Madam:

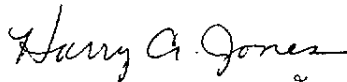
Enclosed is an additional check in the amount of \$10.00 to continue processing the Amended and Restated Articles of Incorporation for the above-captioned corporation. Also enclosed is an additional "copy" of the Amended and Restated Articles of Incorporation that you received last week.

Please accept our apology for any inconvenience this may have caused

Please stamp the copy of the Articles with the date received in your office and return to the undersigned in the stamped, self-addressed envelope provided previously.

Thank you for your assistance in this matter.

Very truly yours,



HARRY A. JONES

HAJ:jc

Enclosure

FILED

04 MAY 10 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT AND RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
THE 1948 SOCIETY OF THE UNIVERSITY OF THE WEST INDIES
MEDICAL ALUMNI ASSOCIATION, INC.

The undersigned by execution adopt the following Amended and Restated Articles of Incorporation pursuant to the Corporations Not For Profit Statute, Chapter 617, State of Florida.

ARTICLE I.

The name of the corporation shall be The 1948 Society of The University of the West Indies Medical Alumni Association, Inc..

ARTICLE II.

This nonprofit corporation shall have perpetual existence and shall commence existence on the date these Articles are filed with the Secretary of State.

ARTICLE III.

The purposes for which this corporation is organized are:

(A) To operate and serve as a public supported organization to The University of the West Indies Medical Alumni Association.

(B) To enter into and carry out the terms of one or more agreements with The University of the West Indies Medical Alumni Association by which this Corporation shall provide its support toward all or any of the following Alumni Association programs:

- (1) To provide fellowships, awards and grants to the faculty members and departments of the various medical facilities of The University of the West Indies;

- (2) To provide medical texts and periodicals for use by and in the various medical libraries of The University of the West Indies;
- (3) To support the student activities and provide stethoscopes and other equipment support to the clinical students at the various medical facilities of The University of the West Indies; and
- (4) To solicit the donation of funds toward the construction and maintenance of medical libraries, classrooms and conference facilities benefitting the various medical education activities of The University of the West Indies.

(C) To promote in coordination with The University of the West Indies Medical Alumni Association volunteer activities, educational programs and fund-raising events which benefit and/or assist the Faculty of Medicine and Medical Students of The University of the West Indies.

(D) To maintain through this Corporation's designated representatives a close and continuous working relationship with The University of The West Indies Medical Alumni Association;

(E) To have all the powers conferred upon not for profit corporations formed under the laws of the State of Florida.

(F) To solicit and accept by subscription, gift, grant, donation, bequest, devise or otherwise, money and property of any kind from any member of the general public and from any firm, association, foundation, or corporation, including municipal, county, state or national government or other governmental unit or instrumentality thereof and expressly providing such money and property be used solely for the purposes specified above.

In furtherance of the foregoing purposes, The Corporation shall at all times operate as an independent public support organization solely responsible and fully accountable for the preservation and expenditure of funds granted to The University of the West Indies, its Faculty of Medicine or Medical Students.

ARTICLE IV.

The management and control of the Corporation shall be vested in the Board of Directors of The 1948 Society of The University of the West Indies Medical Alumni Association Inc., a Florida not-for-profit corporation. The manner in which such management and control of the Corporation shall be exercised shall be set forth in the Bylaws of the Corporation which are to be adopted at the organizational meeting of the Corporation.

ARTICLE V.

The address of the initial registered office of this Corporation in the state of Florida is: 1849 Medical Drive, Titusville, FL 32796, and the name of the initial registered agent at that office is Victor R. Boodhoo, M.D. The initial registered office is also the principal place of business. The directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI.

The names and address of the subscriber to these Amended and Restated Articles is:

<u>Name</u>	<u>Address</u>
Victor R. Boodhoo, M.D.	1849 Medical Drive Titusville, FL 32796

ARTICLE VII.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities nor have purposes not permitted (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses rendered any person employed by the corporation and incurred in carrying out the purposes set forth in Article III hereof.

2. Except as expressly permitted and duly elected under the provisions of 501(h) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), the corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 509(a)(iii) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

ARTICLE IX.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-laws of the corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

ARTICLE X.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

ARTICLE XI.

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to such publicly supported charitable organizations and/or governmental units as are then receiving or entitled to receive direct support from the Corporation pursuant to the purposes specified in Article III hereof and which shall have as its primary purpose those same responsibilities as specified in Article III hereof. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII.

Each officer, director, employee and agent of the corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Corporations Not-for-Profit Statutes, Chapter 617, State of Florida, does make and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hand and seal this 3rd day of May, 2004.

Victor R. Boodhoo M.D.
Victor R. Boodhoo, M.D.

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared VICTOR R. BOODHOO, M.D., to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that he executed the same, and he did take an oath.

3RD WITNESS my hand and official seal in the County and State last aforesaid this day of May, 2004.



NOTARY PUBLIC, State of Florida
My Commission Expires:



Harry A. Jones
MY COMMISSION # DD008070 EXPIRES
April 12, 2005
BONDED THRU TROY FAIN INSURANCE, INC.