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McDONALD, FLEMING, MOORHEAD, FERGUSON, GREEN & SMITH
ATTORNEYS AT LAW
4300 Bayou Boulevard, Suite 13
Pensacola, Florida 32503
A Partnership of Professional Associations

J. D. SMITH
BOARD CERTIFIED
BUSINESS LITIGATION

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Phone: (850) 477-0660
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October 7, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

RE: **FLORIDA TISSUE SERVICES, INC.**
Incorporation
Our File No. L8-00364

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to **FLORIDA TISSUE SERVICES, INC.**

Also enclosed please find our check in the amount of $122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	8.75
TOTAL	$78.75

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Very truly yours,

J. D. Smith

FILED
99 OCT 11 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JDS/slw
Enclosures
cc: Darice Langham
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10/15/99

ARTICLES OF INCORPORATION

-OF-

FLORIDA TISSUE SERVICES, INC.

ARTICLE I

Name

The name of this corporation is **FLORIDA TISSUE SERVICES, INC.** Its address is 6605 East Bay Boulevard, Gulf Breeze, Florida 32561.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A To promote the public health and well-being of the Northwest Florida and surrounding region by organizing, facilitating and managing a process for the donation and recovery of tissues for transplant and other medical uses.

B For the advancement of charity, education and other related or corresponding charitable purposes by the distribution of its funds for such purposes.

C To assist existing Section 501(c)(3) organizations relating to the general welfare of the community, and other local qualifying organizations which provide charitable and educational benefit to the greater Pensacola area.

D To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of this corporation shall be four (4) provided, however, that such number may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. The annual meeting of Directors shall be held at 10:00 a.m. on the 1st day of November of each year at 6605 East Bay Boulevard, Pensacola, FL 32561, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

NAME	ADDRESS
Darice Langham	6605 East Bay Boulevard Gulf Breeze, Florida 32561
Jane Kirsch	174 Solano Kcay Circle Ponte Vedra Beach Beach, FL 32082
Debbie Koenig	2743 Summertree Lane Gulf Breeze, FL 32561
Susan Haddock	8116 Pompano Street Navarre, FL 32566

ARTICLE VI

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (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).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

The qualification for members and the manner of their admission is to be as regulated in the Bylaws for this corporation.

ARTICLE IX

Incorporator

The name and residence address of the Incorporator of this corporation is as follows:

NAME	ADDRESS
Darice Langham	6605 East Bay Boulevard Gulf Breeze, Florida 32561

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be 6605 East Bay Boulevard, Gulf Breeze, Florida 32561, and the name of its registered agent at said address shall be Darice Langham.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 7 day of OCTOBER, 1999.

Darice Langham

Darice Langham

WITNESSED BY:

J.D. SMITH

Sandra L White

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Darice Langham, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of October, 1999.

Sandra L. White

NOTARY PUBLIC, State of Florida

My Commission Expires:__________
(NOTARY SEAL)

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
SANDRA L WHITE
COMMISSION NUMBER
CC715514
MY COMMISSION EXPIRES
FEB. 9,2002

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, DARICE LANGHAM, hereby accept the appointment as Registered Agent for **FLORIDA TISSUE SERVICES, INC.**, as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 7 day of OCTOBER, 1999.

Darice Langham
DARICE LANGHAM

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FILED
99 OCT 11 AM 9: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA