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05-17224

de la PARTE & GILBERT

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FOUNDER
LOUIS A. de la PARTE, JR.

March 30, 2005

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Via Federal Express Airbill No. 791023565094

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399-0250

Re: Articles of Incorporation of Moffitt Technologies Corporation

Dear Sir or Madam:

Enclosed is the Articles of Incorporation of Moffitt Technologies Corporation along with de la Parte & Gilbert, P.A.'s Check No. 2517 in the amount of $78.75 as payment for the filing fee.

Thank you in advance for your time and cooperation. Please do not hesitate to call me if you have any questions or require further information.

Sincerely,

de la PARTE & GILBERT, P.A.

L. David de la Parte

LDD/lcs
Enclosures
172229/084353-37

ARTICLES OF INCORPORATION
OF
MOFFITT TECHNOLOGIES CORPORATION

The undersigned incorporator, for the purpose of forming a for profit corporation under the provisions of Chapter 607 and Section 1004.43, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be Moffitt Technologies Corporation.

ARTICLE II

CORPORATE PURPOSES

The Corporation is organized and shall be operated to conduct technology management and commercialization activities of the H. Lee Moffitt Cancer Center and Research Institute and its subsidiaries ("Cancer Center") including identifying, protecting, further developing, marketing, commercializing and licensing intellectual property developed at the Cancer Center and for any other lawful purpose permitted by Chapter 607, Florida Statutes, provided such purpose fulfills the mission of the H. Lee Moffitt Cancer Center and Research Institute.

ARTICLE III

POWERS AND LIMITATION ON POWERS OF THE CORPORATION

1. Powers. The Corporation shall have all of the corporate powers provided by law and in furtherance of and only limited by the purposes described in Article II of these Articles.

2. Limitations on Powers. The Corporation shall not have the power to:

A. Convey, lease, pledge or otherwise encumber assets of the State of Florida; or

B. Conduct any activities that do not directly or indirectly fulfill the mission of the H. Lee Moffitt Cancer Center and Research Institute.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 100 with a par value of $1.00 per share, all of which shall be Common Shares. The sole shareholder of the Corporation shall be the H. Lee Moffitt Cancer Center and Research Institute, Inc.

ARTICLE V

DURATION

The Corporation shall have perpetual existence.

ARTICLE VI

MANAGEMENT

1. Subject to the limitations set forth in these Articles, the affairs of the Corporation shall be managed by a Board of Directors appointed by the H. Lee Moffitt Cancer Center and Research Institute, Inc, the sole shareholder. The Board of Directors shall consist of not less than five (5) or more than eleven (11) directors. The exact number of board members shall be as set forth in the Bylaws of the Corporation. Directors shall have only one (1) vote, shall serve a term of one (1) year and may be reappointed to the Board.

2. The officers of the Corporation shall be the President, one or more Vice-Presidents, a Secretary and Treasurer. These officers shall be elected by majority vote of the Board. Any other officers shall be selected and appointed as provided in the Bylaws.

ARTICLE VII

SHAREHOLDER AUTHORITY

The H. Lee Moffitt Cancer Center and Research Institute, Inc., the sole shareholder of the Corporation, shall have the following powers, provided such powers fulfill its mission:

1. Approve, disapprove or recommend the adoption, change, amendment or repeal of the Articles of Incorporation of the Corporation;

2 Approve, disapprove or recommend the adoption, change, amendment or repeal of the Bylaws of the Corporation;

3 Approve, disapprove or remove any member of the Board of Directors or officer of the Corporation; and

4. Approve, disapprove or recommend the dissolution of the Corporation and disposition of any and all assets of the Corporation.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

H. Lee Moffitt Cancer Center and Research Institute, Inc.
12902 Magnolia Drive
Tampa, Florida 33612

ARTICLE IX

BYLAWS AND ARTICLES OF INCORPORATION

The Bylaws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended or repealed, and in all instances, only upon approval of the H. Lee Moffitt Cancer Center and Research Institute, Inc.; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each Director and the sole shareholder of the Corporation at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation may only be amended by vote of the H. Lee Moffitt Cancer Center and Research Institute, Inc., the sole shareholder, at a regular or special meeting of the sole shareholder or by the sole shareholder signing a written statement manifesting its intention that an amendment to the Articles of Incorporation be adopted.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The above-named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at the offices of the General Counsel of the Corporation and hereby designates said General Counsel as Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until a successor is selected. The principal office of the Corporation shall be that of its Incorporator unless otherwise changed by a majority vote of the Corporation's Board of Directors.

ARTICLE XI

INDEMNIFICATION

The indemnification of any Director, officer or employee of the Corporation, or any former Director, officer or employee of the Corporation shall be as provided by law.

ARTICLE XII

EMPLOYEES

Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.

IN WITNESS WHEREOF, the undersigned has subscribed his or her name under seal this 27 day of Jan, 2005.

H. LEE MOFFITT CANCER CENTER
AND RESEARCH INSTITUTE, INC.

By: ______________________
William S. Dalton, M.D., Ph.D.,
Chief Executive Officer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared William S. Dalton, who is personally known to me or has produced Florida Driver # as identification, and who executed the Articles of Incorporation, and acknowledged before me that he executed the Articles of Incorporation as a free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of Jan, 2005.

____
Notary Public, State of Florida
Print, type or stamp
name: Robert D Cowart

My Commission Expires: Sept 30, 2005
Serial No., if any DD 154386

ROBERT D. COWART
Notary Public - State of Florida
My Commission Expires Sep 30, 2006
Commission # DD 154386
Bonded By National Notary Assn.

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA,
<u>NAMING AGENT UPON WHOM PROCESS MAY BE SERVED</u>

IN COMPLIANCE WITH SECTION 607.0501, <u>FLORIDA STATUTES</u>, THE FOLLOWING IS SUBMITTED:

MOFFITT TECHNOLOGIES CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED de la PARTE & GILBERT, P.A., LOCATED AT 101 EAST KENNEDY BOULEVARD, SUITE 3400, TAMPA, FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

INCORPORATOR
H. LEE MOFFITT CANCER CENTER
AND RESEARCH INSTITUTE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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By: ______________________
William S. Dalton, M.D., Ph.D.,
Chief Executive Officer

Dated: 1/27/05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

de la PARTE & GILBERT, P.A.

____
L. DAVID de la PARTE

Dated: 1/27/05

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