

711873

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW
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TELEPHONE: 561-997-9223

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ROBERT J. HUNT
JOSEPH R. COOK
DAVID A. RIGGS
RYNA E. MEHR *
LAWRENCE J. MILLER

* BOARD CERTIFIED IN FAMILY AND MARITAL LAW
FELLOW, AMERICAN ACADEMY OF TRIAL LAWYERS
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LAINIE J. SIMON
ANDREW M. GROSS
SUSAN E. GREENBERG
LEE A. WEINTRAUB
SETH E. ELLIS, LL.M.*

* ESTATE PLANNING

July 28, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

100002604131--8
-07/31/98--01061--008
*****87.50 *****87.50

Re: Goodwin Institute for Cancer Research, Inc.

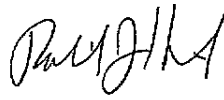
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Amendment to the Articles of Incorporation of Goodwin Institute for Cancer Research, Inc. with attached shareholders' and directors' approval. Please return a certified copy of the Amendment to us. Our check for \$87.50 is enclosed for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By: 
Robert J. Hunt, Esq.

RJH: DMD
Enc.

FILED
98 AUG 17 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
8-18-98
F:\WPDATA\RJH\GOODWIN\SEC-STAT.LTR



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 3, 1998

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.
ROBERT J. HUNT
2200 CORPORATE BLVD., N.W., STE. 401
BOCA RATON, FL 33431

SUBJECT: GOODWIN INSTITUTE FOR CANCER RESEARCH, INC.
Ref. Number: 711873

We have received your document for GOODWIN INSTITUTE FOR CANCER RESEARCH, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 098A00040578

RECEIVED
98 AUG 17 PM 7:33
DIVISION OF CORPORATIONS

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

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* ESTATE PLANNING

August 13, 1998

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Goodwin Institute for Cancer Research, Inc.
Ref. Number: 711873
Our File No. 3310.00011**

Dear Sir/Madam:


We enclose herein the original Amendment to the Articles of Incorporation and the original Unanimous Written Consent of the Trustees, along with a copy of your letter dated August 3, 1998 requesting additional information. Your correspondence of August 3, 1998 indicates that you retained our check in the amount of \$87.50 which covered the cost of filing and certified copy. Please return the certified copy to our office in the self-addressed, stamped envelope provided for your convenience.

With kindest regards,

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:


Seth E. Ellis, Esq.

SEE/jak
Enclosures
cc: Robert J. Hunt, Esq.

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF GOODWIN INSTITUTE FOR CANCER RESEARCH, INC.

Pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Amendment to its Articles of Incorporation:

1. The name of the corporation is Goodwin Institute for Cancer Research, Inc.
2. The following amendment to the Amendment (filed April 6, 1981) to the Articles of Incorporation has been adopted as follows:

Article I is hereby deleted and the following inserted in place thereof:

ARTICLE I

The name of the corporation shall be in perpetuity **Rumbaugh-Goodwin Institute for Cancer Research, Inc.**

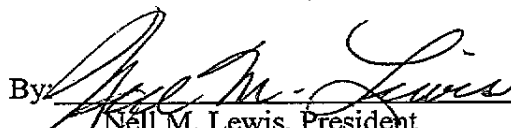
3. This Amendment was adopted April 2, 1998 by unanimous written action, consent and approval of the directors/trustees of the corporation, and there are no members entitled to vote on this Amendment.

Executed and subscribed at Plantation, Florida, on April 2, 1998.

Attest:


Harry Speck, Secretary

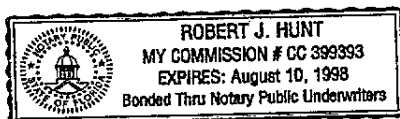
GOODWIN INSTITUTE FOR
CANCER RESEARCH, INC.

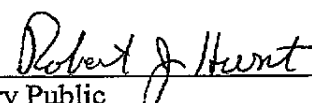
By: 
Nell M. Lewis, President

FILED
98 AUG 17 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Amendment to the Articles of Incorporation of Goodwin Institute for Cancer Research, Inc. was subscribed to and acknowledged before me this 2nd day of April, 1998 by Nell M. Lewis, as president and Harry Speck, as secretary of Goodwin Institute for Cancer Research, Inc., a Florida not-for-profit corporation, on behalf of the corporation.




Notary Public
My commission expires:

UNANIMOUS WRITTEN CONSENT OF
THE TRUSTEES OF
GOODWIN INSTITUTE FOR CANCER RESEARCH, INC.

The undersigned, being all of the directors/trustees of GOODWIN INSTITUTE FOR CANCER RESEARCH, INC. (the "Institute"), a Florida not-for-profit corporation hereby adopt effective as of April 2, 1998 the following resolutions by unanimous written consent pursuant to Section §617.0821 of the Florida Not For Profit Corporation Act:

RESOLVED, that the trustees and staff of the Institute express their sorrow and send their condolences to the family of Joseph S. Rumbaugh who passed away on February 13, 1998;

RESOLVED, that the trustees and staff of the Institute express their appreciation and gratitude for the generous support and contributions of Joseph S. Rumbaugh during his lifetime and his magnificent and most generous testamentary gift to the Institute;

RESOLVED, that in recognition and appreciation of the magnificent and generous testamentary gift of Joseph S. Rumbaugh, the Institute is changing its name and shall hereafter in perpetuity be known as "Rumbaugh-Goodwin Institute for Cancer Research, Inc.";

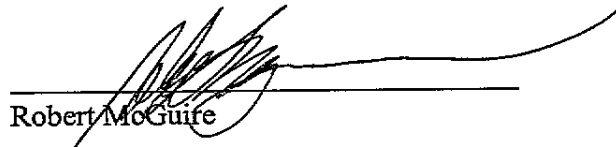
RESOLVED, that the president and other appropriate officers of the Institute are hereby authorized and directed to execute and file an appropriate amendment to the articles of incorporation of the Institute changing the name of the Institute from "Goodwin Institute for Cancer Research, Inc." to "Rumbaugh-Goodwin Institute for Cancer Research, Inc.";

RESOLVED, that the Institute shall place appropriate signs on the exterior and interior of the office, laboratory and other facilities of the Institute identifying the Institute as the "Rumbaugh-Goodwin Institute for Cancer Research, Inc."

DIRECTORS/TRUSTEES:



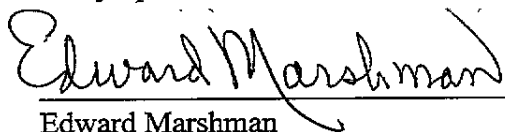
Neil M. Lewis



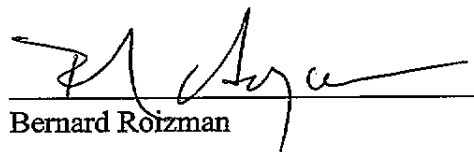
Robert McGuire



Harry Speck



Edward Marshman



Bernard Roizman

DATED: April 2, 1998.