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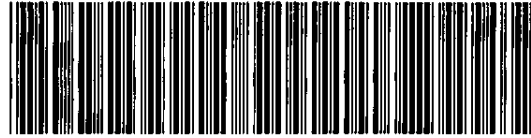
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
&
Revised
Art.

1-5-11

D.

GUILDAY, TUCKER, SCHWARTZ & SIMPSON, P.A.
ATTORNEYS AND COUNSELORS AT LAW

THOMAS J. GUILDAY
GEORGE W. HATCH, III *
JAKEN E. ROANE
GEOFFREY B. SCHWARTZ
MARY K. SIMPSON**
MICHAEL D. WEST
ALBERT J. WOLLERMANN

1983 CENTRE POINTE BOULEVARD, SUITE 200
TALLAHASSEE, FLORIDA 32308-7823

www.guildaylaw.com
TEL: (850) 224-7091
FAX: (850) 222-2593

MEMBER OF THE HARMONIE GROUP
www.harmonie.org

CATHERINE B. CHAPMAN ◊
JENIFER SULLIVAN DAVIS
RILEY M. LANDY
TRUDY E. INNES RICHARDSON
DANIEL J. KUHN
CHRISTINA L. SCARINGE

OF COUNSEL:
Frances C. Lowe ◊
J. Kendrick Tucker
Robert D. Fingar
Claude R. Walker ◻

* BOARD CERTIFIED CONSTRUCTION LAWYER
** BOARD CERTIFIED CIVIL TRIAL LAWYER
◊ ALSO ADMITTED IN GA
◻ BOARD CERTIFIED REAL ESTATE LAWYER

December 23, 2010

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Florida Association of Blood Banks, Inc. – Not-for-profit
corporation

Dear Sir or Madam:

Enclosed please find Third Amended and Restated Articles of Incorporation, Resolution and Acceptance of Designation as Registered Agent. A check in the amount of \$78.75 is enclosed for filing the Articles and Designation as Registered Agent and for a Certificate of Status. Please call my assistant, Cindy Johnson at (850) 701-4351, if you have questions or need anything in addition to the enclosures to this letter.

Very truly yours,


Catherine B. Chapman

CBC/cj

Enclosures (as described above)

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
FLORIDA ASSOCIATION OF BLOOD BANKS, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE I

NAME

The name of this corporation is The Florida Association of Blood Banks, Inc., a Florida, not-for-profit corporation, (hereinafter referred to as the "Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 8101 West 26th Avenue, Hialeah, Florida 33016.

ARTICLE III

PURPOSE

The general purpose for which the Association is formed is to promote and foster the exchange of ideas and information relating to blood banking, transfusion medicine, cellular therapies and the services and disciplines arising from and/or associated with these sciences and best practices associated therewith through education, publicity and research.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

MEMBERSHIP

The Association will have two classes of members: Voting Member Institutions and Non-Voting Member Institutions. Florida not-for-profit blood banks that collect at least 1000 units per year and otherwise satisfy the criteria for membership established by the Association's Board of Directors (hereinafter, the "Board") and as set out in the current Amended and Restated Bylaws (hereinafter, the "Bylaws") may be eligible for membership in the Association as Voting Member Institutions. Hospital based blood banks/centers operating in either a not-for-profit hospital or a hospital owned by a for-profit organization, as long as the blood bank/center and/or transfusion service operates substantially in a not-for-profit fashion, obtains donations from volunteer donors, and otherwise satisfy the criteria for membership established by the Board and as set out in the Bylaws, may be eligible for membership as Non-Voting Member Institutions.

ARTICLE V

POWERS

The Association will have any and all powers provided by Florida Statutes Chapter 617, or any other Florida Statute. Notwithstanding any other provision of these Articles, the Association will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or a corresponding provision of any future United States Internal Revenue Code; or (b) a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or any other corresponding provision of any United States Internal Revenue Code.

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

Section 1. As set forth in the Association's Bylaws, the affairs of the Association will be managed by the Board. The members serving on the Board when these Articles are adopted who have served one year, will serve one additional year on the Board. The Voting Member Institutions may appoint representatives to the Board who will hold office until their respective successors have been duly appointed and qualified as more fully set forth in the Association's Bylaws.

Section 2. There will be an Executive Committee of the Board who will have the authority to conduct all necessary business of the Association in the interim between meetings.

Section 3. The initial directors serving at the time of the adoption of these Articles are:

Director	Nieves Losa Vice President of Operations Community Blood Centers of South Florida 1700 North State Road 7 Lauderhill, FL 33313 <i>Telephone:</i> (305) 398-5640 <i>Facsimile:</i> (305) 398-5698 f <i>Email:</i> nlosa@cbscf.org
----------	--

Director Theresa Cottrell
Technical Director
The Blood Alliance Inc.
7595 Centurion Parkway
Jacksonville, FL 32256
Telephone: (904) 353-8263
Facsimile: (904) 353-3379
Email: tcottrell@fgba.org

Director Debbie Nennstiel
Director of Technical Services
Southeastern Community Blood Center
1731 Riggins Road
Tallahassee, FL 32308
Telephone: (850) 877-7181
Facsimile: (850) 877-7435
Email: dnennstiel@scbcinfo.org

Director Scott Bush
Chief of Technical Operations
Suncoast Communities Blood Bank
1760 Mound St
Sarasota, FL 34236
Telephone: (941) 954-1600, Ext. 1014
Facsimile: (941) 953-4561
Email: sbush@scbb.org

Director Richard Gammon, M.D.
Medical Director
Florida's Blood Centers
8669 Commodity Circle
Orlando, FL 32819
Telephone: (407) 248-5097
Facsimile: (407) 248-5015
Email: rgammon@floridasbloodcenters.org

Director Susan Brown
Director, Marketing
Florida's Blood Centers
8669 Commodity Circle
Orlando, FL 32819
Telephone: (407) 226-3856
Facsimile: (407) 226-3865
Email: sebrown@floridasbloodcenters.org

Director Nancy Eckert
President /CEO
LifeSouth Community Blood Centers
4039 Newberry Road
Gainesville, FL 32607
Telephone: (352) 224-1636
Facsimile: (352) 224-1650
Email: eckert@lifesouth.org

Director Tisha Foster, MD
Chief Medical Affairs Officer
Florida's Blood Centers
8669 Commodity
Orlando, FL 32819
Telephone: (407) 455-7540
Facsimile: (407) 248-5095
Email: tfoster@floridasbloodcenters.org

Director Tom Kurella
Vice President, Administration
Florida Blood Services
10100 Dr. Martin Luther King Jr. St. N.
St. Petersburg, FL 33716
Telephone: (727) 568-1146
Facsimile: (727) 568-1146
Email: tkurella@fbsblood.org

Director Claribel Resto
Senior Medical Technologist
Community Blood Centers of South Florida
1700 North State Road 7
Lauderhill, FL 33313
Telephone: (954) 777-2677
Facsimile: (954) 485-2823
Email: crest@cbcsf.org

Director Krisanne Russell
Corporate Counsel
LifeSouth Community Blood Centers
4039 Newberry Road
Gainesville, FL 32607
Telephone: (352) 224-1636
Facsimile: (352) 224-1650
Email: klrussell@lifesouth.org

Director Pauline Simmonds Brown MSA MT (ASCP)
BloodNet USA
3200 Lakeland Hills Blvd
Lakeland, FL 33805-2271
Telephone: (863) 687-8925
Facsimile: (863) 687-9218
Email: pauline.b@bloodnetusa.com

Section 4. The President, Secretary and Treasurer of the Association will be elected by a majority vote of the Association's Board as set forth in the Association's Bylaws. The President will serve as the Chief Executive Officer. The Board may also elect such other officers it may from time to time deem necessary to adequately carry out the affairs of the Association, who will hold office at the pleasure of the Board or until their successors are duly elected or appointed and qualified. An individual may hold two or more offices except the same person will not simultaneously hold the office of President and Secretary. The Officers of the Association will have such duties as may be specified by the

Board or in its Bylaws. Compensation for any Officers, if any, will be fixed by the Board. Vacancies occurring on the Board or among the Officers will be filled in the manner prescribed in the Association's Bylaws.

ARTICLE VII

PROHIBITED ACTS

The Association will operate exclusively for scientific, charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. However, in the course of its operation, the Association will not:

A. Direct a substantial part of its activities to influencing legislation nor participate or intervene in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code; or

B. Notwithstanding any provision in these Articles, carry on any activities not permitted by an organization exempt under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII

BYLAWS

The Bylaws may subsequently be amended by the affirmative vote of two-thirds (2/3) of the members of the Board present and voting, at any meeting of the Board called for that purpose upon at least thirty (30) days written notice to each member of the Board in the manner set forth in the Association's Bylaws.

ARTICLE IX
INDEMNIFICATION

The Association may indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law and as set forth in the Bylaws.

ARTICLE X

The Association will exist in perpetuity unless dissolved under Florida law.

ARTICLE XI

DISSOLUTION

Upon dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of will be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

REGISTERED AGENT

The name and address of the registered agent of the Association will be Guilday, Tucker, Schwartz & Simpson, P.A., 1983 Centre Pointe Blvd., Suite 200, Tallahassee, FL 32308.


ARTICLE XIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the affirmative vote of three-fourths (3/4) of the members of the Board, present and voting, at any meeting of the Board called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice by personal delivery, first-class United States mail, telefax transmission or other means of electronic transmission to each member of the Association's Board.

Dated this 9th day of December, 2010

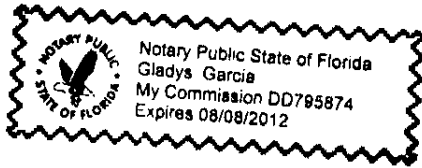
THE FLORIDA ASSOCIATION OF BLOOD
BANKS, INC.

By: 
President

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 9th day of December 2010, by Nieves Lusa, who is personally known to me (or who has produced _____ as identification).



Gladys Garcia
Notary Public

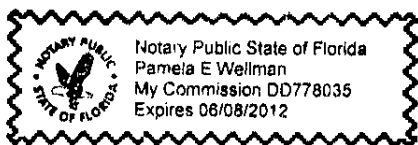
THE FLORIDA ASSOCIATION OF BLOOD BANKS, INC.

By: Scott Burk
Secretary

STATE OF FLORIDA

COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 14th day of December 2010, by Scott Busn, who is personally known to me (or who has produced _____ as identification).



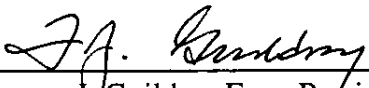
Pamela E. Wellman
Notary Public

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGEMENT:

Having been named to accept service of process for Florida Association of Blood Banks, Inc. at the place designated in the Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

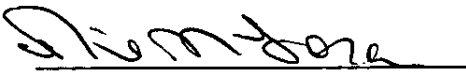
Guilday, Tucker, Schwartz & Simpson, P.A.

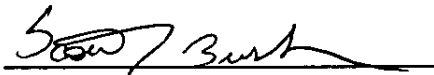
By: 
Thomas J. Guilday, Esq., President

RESOLUTION

These Amended and Restated Articles of Incorporation, a copy of which is attached hereto, were reviewed by the Board of Directors of the Florida Association of Blood Banks, Inc. on Apr. 4, 2010, a copy of which was mailed to the membership and approved on May 3, 2010 and were considered approved by a vote of the membership on June 3, 2010.

FLORIDA ASSOCIATION OF BLOOD
BANKS, INC.

By: 
President

By: 
Secretary