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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

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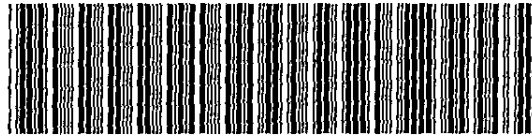
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TRANSMITTAL LETTER

2005 FEB 14 P 1:50

TO: Registration Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Pancreatic Cancer Action Network, Inc. (PanCAN)
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Mary Steiner
(Name of Person)

Pancreatic Cancer Action Network, Inc.
(Firm/Company)

2221 Rosecrans Avenue, Suite 131

(Address)

El Segundo, CA 90245
(City/State and Zip Code)

For further information concerning this matter, please call:

Mary Steiner at (310) 725-0025
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

2025 FEB 11 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Pancreatic Cancer Action Network Inc. ("PanCAN")
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. California 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 8, 1999 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 2221 Rosemead Avenue Suite 131
(Principal office address)

El Segundo, California 90245
(Current mailing address)

8. "PanCAN" is the only national patient advocacy organization providing patient information, professional education, research advocacy and awareness activities for the pancreatic cancer community.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Irving Marcus (Phone: 561-488-1763)
(e-mail: imarcus@pancan.com)

Office Address: 10788 Maple Chase DRIVE
Boca Raton, Florida 33498
(City) (Zip Code)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Irving Marcus
(Registered Agent's signature)

Attached is a Certificate of Existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

FILED

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA.

2005 FEB 14 P 1:50

1. Pancreatic Cancer Action Network, Inc. (PAN CAN) STATE OF FLORIDA
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. California (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. February 8, 1999 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)

7. 2221 Rosecoast Avenue, Suite 131 (Principal office address)

El Segundo, California 90245 (Current mailing address)

8. PAN CAN is the only national patient advocacy organization providing patient information, professional education, research advocacy and awareness activities for the pancreatic cancer community. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Irving Marcus (Phone: 561-488-1763) (e-mail: imarcus@mcn.com)

Office Address: 10788 Maple Chase Boca Raton, Florida 33498 (City) (Zip Code)

10. Registered Agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered Agent's signature)

11. Attached is a Certificate of Existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

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A. DIRECTORS (See Attached)

Chairman: Tina Ennis

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Address: 1662 Boca Del Mar Dr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Boca Raton, FL 33433

Vice Chairman: _____

Address: _____

Director: Toni Dachis

Address: 4000 W. 25th St., Minneapolis, MN 55416

Director: Malissa Blake Hirsch

Address: 174 Carroll Street 1C

New York, NY 11231

B. OFFICERS

President: Julie Fleshman, President & CEO

Address: 2221 Rosecrans Avenue, Ste 131

21 Segundo, CA 90245

Vice President: _____

Address: _____

Secretary: Stephanie R. Davis

Address: 5416 Chandler Dr, Sherman Oaks, CA 91401

Treasurer: Jason Kahn

Address: 16404 Milou De Avila, Tampa, FL 33613

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Julie Fleshman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Julie Fleshman, President & CEO

(Typed or printed name and capacity of person signing application)



PanCAN's National Headquarters:
 2221 Rosecrans Avenue, Suite 131
 El Segundo, CA 90245
 Toll Free: 877-272-6228
 Phone: 310-725-0025 • Fax: 310-725-0029

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Board of Directors

Board Member	Board Compensation	Board Term of Office	Board Term Expires
Tim Ennis, Chairman of the Board 6662 Boca Del Mar Dr. Boca Raton, FL 33433	No Compensation	3 Year Term	Nov. 2003- Nov. 2006
Toni Dachis 4000 W. 25th St. Minneapolis, Minnesota 55416	No Compensation	2 Year Term	Nov, 2003- Nov. 2005
Stephanie R. Davis, Secretary Attorney 5416 Chandler Dr. Sherman Oaks, California 91401	No Compensation	2 Year Term	Nov. 2003- Nov. 2005
Julie M. Fleshman, President and CEO 2221 Rosecrans Avenue, Ste. 131 El Segundo, CA 90245			
Jason Kuhn, Treasurer 16406 Millan De Avila Tampa, Florida 33613	No Compensation	2 Year Term	Nov. 2003- Nov. 2005
Malissa Blake Lischin Marketing Manager, Oppenheimer Funds 174 Carroll Street 1C New York, New York 11231	No Compensation	3 Year Term	Nov. 2004- Nov. 2007
Pamela Acosta Marquardt Co-Founder Executive Director, American Heart Association-Inland Empire 14099 Shepherd Drive Rancho Cucamonga, California 91739	No Compensation	2 Year Term	Nov. 2003- Nov. 2005
Judith Stein, Esq. 4 Byron Close Laguna Niguel, CA 92677	No Compensation (Re-elected every 2 Years)	3 Year Term	Nov. 2004- Nov. 2007
Cynthia Stroum 1420 Fifth Avenue, Suite 3000 Seattle, Washington 98101-2370	No Compensation (Re-elected every 2 Years)	3 Year Term	Nov. 2004- Nov. 2007
Michael Sweig 161 East Chicago Avenue, Unit 60M3 Chicago, Illinois 60611-6690	No Compensation	3 Year Term	Nov. 2004- Nov. 2007
Rodney Van Johnson Actor on NBC's Passions 13430 Valley Heart Drive Sherman Oaks, California 91423	No Compensation	3 Year Term	Nov. 2004- Nov. 2007

NOTE: The Pancreatic Cancer Action Network, Inc. ("PanCAN"), A California Public Benefit Corporation, under Article VI, DIRECTORS, Section 2., Number and Qualification of Directors, of its Bylaws sets forth:

"1. Number and Term. The authorized number of directors shall be as set by resolution of the directors, but not less than one (1) or more than 21. Directors need not be residents of the state of California or members of the corporation. Each director shall hold office for a term of three (3) years, with three (3) year limits. After each director has completed the maximum number of terms, the director can return to the board after a one-year sabbatical if he/she is re-elected as provided in these Bylaws. Normally director's terms will end at an annual meeting as specified by these Bylaws."

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **8th day of February, 1999**, **PANCREATIC CANCER ACTION NETWORK, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

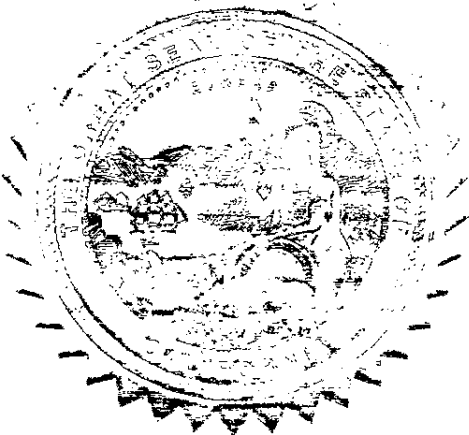
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 22, 2005.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

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