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AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 28, 2000

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ORDER NO. : 641033-005

CUSTOMER NO: 161159A

CUSTOMER: A. Jeffrey Barash, Esq
BARASH & ASSOCIATES, P.A.
BARASH & ASSOCIATES, P.A.
Kane Concourse Executive Bldg.
1140 Kane Concourse
Bay Harbor, FL 33154

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DOMESTIC FILING

NAME: LIFESAVE NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00/MR 28 PM 4:01

RECEIVED
00/MR 28 PM 3:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LifeSave Network, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 28 PM 4:01

THE UNDERSIGNED, desiring to form a Corporation not-for-profit pursuant to Chapter 617 of the Florida Statute, the Florida Not-for Profit Corporation Act ("Act"), as amended, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the corporation shall be LifeSave Network, Inc., which is hereinafter referred to as the "Corporation".

ARTICLE II

Principal Office

The address of the principal office of the Corporation is c/o Barash & Associates, P.A., 1140 Kane Concourse, Bay Harbor Islands, Florida 33154.

ARTICLE III

Period of Duration

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE IV

Purposes, Powers and Limitations

Section 1. Purposes.

(a) The Corporation is, in general, organized exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Code").

(b) The specific purposes of the Corporation include, but are not limited to:

(i) The retrieval, processing, storage and distribution of organs, tissues and other bodily parts from and to the public in general for transplantation, research and other scientific purposes.

(ii) Education of the professional and lay community concerning the process of procuring organ donation and transplantation.

(iii) Ancillary support for the process of procurement of organ donation and transplantation of the general public and the education of the professional and lay community about the process.

Section 2. Powers.

The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a scientific, educational and charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Corporation shall have the following powers:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(b) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(c) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or

other body politic or with any colony, dependency or agency of any of the foregoing.

(d) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

Section 3. Limitations.

Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of any member, director, or officer of the Corporation; or, to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation relating to one or more of its purposes; and, except to the extent that such benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes, no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, and which is directly related to the Corporation's charitable purposes.

(c) The Corporation shall neither participate in or intervene in, nor publish or distribute statements on behalf of, or in opposition to, any candidate for public office.

(d) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

(e) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such scientific, educational or charitable organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any future Internal Revenue Code; or, to one or more of the federal, state or local governments for exclusively public purposes as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for either scientific, educational or charitable purposes, or to such organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE V Private Foundation Rules

If the Corporation is determined to be a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined in Section 4942(j)(3) of the Code, then the following provisions of this Article V shall apply:

(a) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VI
Qualification and Manner of Admission of Members

The Corporation shall have one (1) class of Members. Each Director on the Board of Directors of the Corporation shall be a MEMBER of the Corporation. Each MEMBER shall be entitled to one vote. Upon taking office as a Director of the Corporation, admission as a member shall be automatic. The By-Laws of the Corporation shall govern all other matters concerning membership in the Corporation.

ARTICLE VII
Board of Directors

1. The affairs and business of the Corporation shall be conducted by its Board of Directors as may be more fully discussed in the By-Laws of the Corporation.

2. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons.

3. The names and addresses of the initial Board of Directors who shall serve until their successors are elected shall be as follows:

<u>Names</u>	<u>Addresses</u>
(a) Lombardo Castro, M.D.	1777 South Andrews Ave. Suite 300 Fort Lauderdale, FL 33316
(b) Curtis Schwartz	1777 South Andrews Ave. Suite 300 Fort Lauderdale, FL 33316
(c) Louie Byrd	12001 SW 97th Street Miami, FL 33186

4. In the event of a vacancy on the Board of Directors by reason of death, incapacity, resignation or removal, the replacement Director shall be elected in accordance with the By-Laws of the Corporation.

ARTICLE VIII Officers

1. The Corporation shall have a president, one or more vice-presidents, a secretary, a treasurer and such other officers and/or assistants as the Board of Directors may, from time to time, elect.

2. The officers of the Corporation, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

3. The names and addresses of the initial officers of the Corporation who shall hold office until the annual meeting of Directors or until successors are duly elected and shall have taken office shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	-Lombardo Castro, M.D.	1777 South Andrews Ave. Suite 300 Fort Lauderdale, FL 33316
Vice-President/ Secretary	-Curtis Schwartz, M.D.	1777 South Andrews Ave. Suite 300 Fort Lauderdale, FL 33316
Treasurer	-Louie Byrd	12001 SW 97th Street Miami, FL 33186

ARTICLE IX

By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Except as otherwise provided in these Articles of Incorporation, such By-Laws may be altered, amended or repealed by the Board of Directors.

ARTICLE X

Amendments

Except as otherwise provided in these Articles of Incorporations, amendments to these Articles of Incorporation may be adopted only by the Board of Directors pursuant to notice of a meeting whether annual or special, for such purpose. Except as otherwise provided in these Articles of Incorporation, any such amendment must be approved by not less than two-thirds (2/3) of those voting at a meeting at which a quorum is present. Any amendment to these Articles of Incorporation must not adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE XI

Indemnification of Directors and Officers, Employees and Agents

(a) The Corporation hereby indemnifies against liability any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation),

(i) by reason of the fact that such person in his or her capacity as Director, officer, employee or agent of the Corporation, or such person in his or her capacity as director, trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation in connection with such proceeding, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation and with respect to any criminal actions or proceedings, had no reasonable ground for belief that such action was unlawful. The termination of any proceeding by

judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

(ii) by or in the right of the Corporation to procure a judgment in its favor by reason of such person being or having been a Director or officer, employee or agent of the Corporation, or by reason of such person being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which such person served at the request of the Corporation, against the reasonable expenses, and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion actually and reasonably incurred in connection with the defense or settlement of such proceeding, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged liable unless and only to the extent that the court, in which such proceeding was brought, or any other court of competent jurisdiction, determines in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding. If such a quorum is not obtainable, such determination shall be made by majority vote of a committee duly designated by the Board of Directors (Directors who

are parties may participate) consisting solely of two or more Directors not parties to such proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation shall be c/o Barash & Associates, P.A., 1140 Kane Concourse, Bay Harbor Islands, Florida 33154 and the name of its registered agent at such address is A. Jeffrey Barash, Esq.

ARTICLE XIII
Incorporator

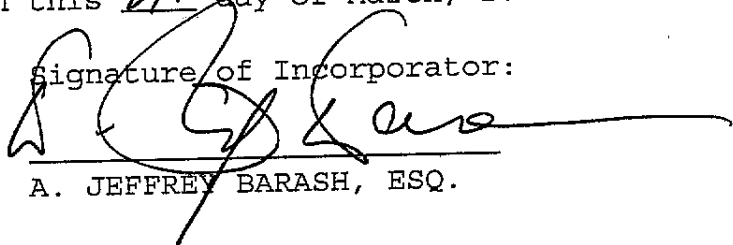
The name of the incorporator of this Corporation is A. Jeffrey Barash, Esq. and the address of said incorporator is c/o Barash & Associates, P.A., 1140 Kane Concourse, Bay Harbor Islands, Florida 33154.

ARTICLE XIV
Effective Date

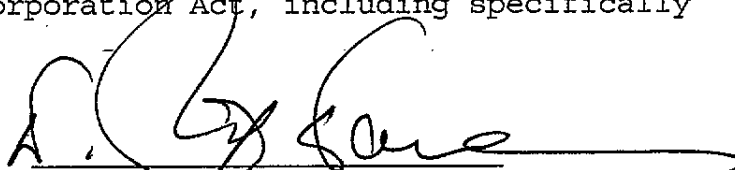
These Articles of Incorporation shall be effective as of the date of filing with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 27th day of March, 2000.

Signature of Incorporator:


A. JEFFREY BARASH, ESQ.

THE UNDERSIGNED, named as the registered agent in Article XII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0501.

A handwritten signature in black ink, appearing to read "A. Jeffrey Barash", written over a horizontal line.

A. JEFFREY BARASH, ESQ.
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 PM 4:01