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September 8, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of WALDENSTROM'S CANCER FUND, INC.

Gentlemen:

Enclosed herewith please find the following:

1. Original and copy of the Articles of Incorporation of the above captioned corporation.
2. Our firm check in the amount of \$78.75 which represents the filing fee.

We would appreciate your issuance of the corporate charter and the return of a certified copy to the above address at your earliest convenience. Thank you.

Very truly yours,


David D. Bone

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Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-12

ARTICLES OF INCORPORATION
OF
WALDENSTROM'S CANCER FUND, INC.
(A Florida Nonprofit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Waldenstrom's Cancer Fund, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

This corporation is being formed for the purpose of engaging in the transaction of any and all activities permitted under the laws of Florida and the United States Of America.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Trustees may from time to time adopt, who completes a membership application form and submits it to the Board Of Trustees, and who pays the applicable dues, if any, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board Of Trustees further discretionary powers relating to the admission of members.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of

Articles Of Incorporation Of Waldenstrom's Cancer Fund, Inc.

Trustees.

Any action required or permitted to be taken by the Board Of Trustees, under any provision of the law, may be taken without a meeting, if all of the trustees shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Trustees. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Trustees. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Trustees without a meeting, and that these Articles Of Incorporation authorize the Board Of Trustees to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE VII. BOARD OF TRUSTEES

This corporation's initial Board Of Trustees shall have four trustees. The number of trustees may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than four.

The trustees of this corporation must, at all times, be members of this corporation. Only a member of this corporation may serve as a trustee of this corporation.

The trustees shall be elected bi-annually by this corporation's members. The manner of the election of the trustees shall be specified in the corporate Bylaws.

The trustees named herein, comprising the initial Board Of Trustees, shall hold office until their successors are duly qualified.

The name and address of each individual who shall serve as a member of the Initial Board Of Trustees are: Jo-Ann Baron, 5663 Axminister Dr., Sarasota, Florida 34241, Donna Besser, 4941 Sabal Lake Circle, Sarasota, Florida 34238, James Burda, 1232 45th Ave Dr. E, Ellenton, Florida 34222, Arnold Smokler, 5080 Timber Chase Way, Sarasota, Florida 34238.

ARTICLE VIII. OFFICERS

The officers shall consist of a chairperson, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Trustees. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Trustees' meeting, or until their successors are elected and qualified.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
Chairperson	Arnold Smokler
Secretary	Donna Besser
Treasurer	Donna Besser

Articles Of Incorporation Of Waldenstrom's Cancer Fund, Inc.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 5080 Timber Chase Way, Sarasota, Fl. 34238.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Arnold Smokler.

ARTICLE XI. INCORPORATORS

The name and residence address of each of the subscribers to these Articles Of Incorporation are: Arnold Smokler, 5080 Timber Chase Way, Sarasota, Florida 34238.

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Trustees. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Trustees in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XIII. AMENDMENTS

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Trustees and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of 51% of the quorum of this corporation's members.

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.


Subscriber-Incorporator

9/8/00
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of Waldenstrom's Cancer Fund, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Waldenstrom's Cancer Fund, Inc.

Arnold Smokler
Arnold Smokler - Registered Agent

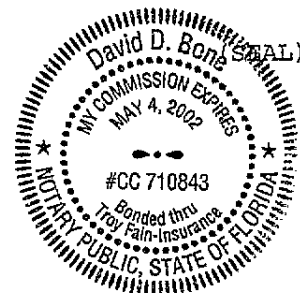
State Of Florida
County Of Sarasota

On 9/8/2000, Arnold Smokler, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above as the subscribers to these Articles Of Incorporation, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Waldenstrom's Cancer Fund, Inc.

David D. Bone
Notary Public

DAVID D. BONE
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



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