

N010000006183

DIVISION OF CORPORATIONS

NAME NUBIA E. FUENTES

ADDRESS 1800 S.W. 27th Ave. Suite #501

CITY Miami STATE Florida ZIP CODE 33145

AREA CODE & PHONE NUMBER (305) 642-4236

NAME OF CORPORATION Terminal and Infectious Disease Studies, Inc. (T-AIDS)

T000004557277--6

-08/27/01--01048--011

*****18.75 *****18.75

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/>	DOMESTIC	<input type="checkbox"/>	AMENDMENT	<input type="checkbox"/>	SEARCH
<input type="checkbox"/>	FOREIGN	<input type="checkbox"/>	DISSOLUTION	<input type="checkbox"/>	MERGER
<input type="checkbox"/>	PROFIT	<input type="checkbox"/>	REINSTATEMENT	<input type="checkbox"/>	MARK
<input checked="" type="checkbox"/>	NON-PROFIT	<input type="checkbox"/>	ANNUAL REPORT	<input type="checkbox"/>	RESERVATION
<input type="checkbox"/>	LIMITED PARTNERSHIP	<input checked="" type="checkbox"/>	CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/>	CERTIFIED COPY

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AUTHORIZATION BY PHONE TO
CORRECT _____
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01 AUG 27 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Signature

ARTICLES OF INCORPORATION OF

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TERMINAL AND INFECTIOUS DISEASE STUDIES, INC. (T-IDS) PM12:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTICE IS HEREBY GIVEN THAT THE UNDERSIGNED INCORPORATORS A MAJORITY OF WHOM ARE CITIZENS OF THE UNITED STATES, ALL BEING OF LEGAL AGE HAVE ASSOCIATED THEMSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT, WITHOUT CAPITAL STOCK, IN ACCORDANCE TO THE PROVISIONS OF CHAPTERS 607 AND 617, FLORIDA STATUTES AND WE DO HEREBY ACCEPT ALL OF THE RIGHTS, PRIVILEGES, BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SUCH LAW, WE HEREBY DO MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THESE ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: "TERMINAL AND INFECTIOUS DISEASE, STUDIES. INC.

ARTICLE II

THE PLACE IN THIS STATE WHERE THE PRINCIPAL OFFICE OF THE CORPORATION IS TO BE LOCATED SHALL BE: 1800 S.W. 27TH AVENUE, SUITE # 301. MIAMI FLORIDA. 33145.

ARTICLE III

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS OTHERWISE SOONER TERMINATED OR LIQUIDATED AND ALL ASSETS DISPOSED OF IN ACCORDANCE WITH ARTICLE XI, HEREINBELOW.

ARTICLE IV

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED BESIDES ANY AND ALL THINGS ALLOWED TO BE DONE BY A NON PROFIT CORPORATION UNDER THE STATUTES OF THE STATE OF FLORIDA, ARE EXCLUSIVELY CHARITABLE, EDUCATIONAL AND MEDICAL CASE STUDIES, WITHIN THE MEANING OF SECTION 501 © (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

ARTICLE V

THE QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION SHALL BE PRESCRIBED FROM TIME TO TIME BY-LAWS AND FURTHER APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

INITIALLY ANY PERSON OF GOOD MORAL CHARACTER AND OVER THE AGE OF EIGHTEEN (18) YEARS SHALL BE QUALIFIED TO BE A MEMBER OF THIS CORPORATION,

ADMISSION OF MEMBERS WILL BE DECIDED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN THE BY-LAWS OF THE CORPORATION.

THE NAMES AND RESIDENCE OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, ARE AS FOLLOWS:

INCORPORATORS NAME AND ADDRESS:

NUBIA E FUENTES : 9828. S.W. 88TH ST. APT # 1-A. MIAMI FLORIDA. 33176

APPOINTMENT OF THE BOARD OF DIRECTORS. THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS . THE MANNER AND THE METHOD IN WHICH THE DIRECTORS ARE TO BE ELECTED OR APPOINTED SHALL BE PRESCRIBED IN THE BY-LAWS FROM TIME TO TIME. HOWEVER WE HEREBY CERTIFY THAT SUCH APPOINTMENTS SHALL FULLY COMPLY WITH SECTION 1.501 (C) (3)-1 (d) (II I) OF THE INTERNAL REVENUE CODE AND/OR ANY APPLICABLE SECTIONS OR MODIFICATIONS THEREOF.

THE NAME AND ADDRESSES OF THE BOARD OF DIRECTORS WHICH SHALL SERVE UNTIL THE FIRST ELECTION ARE:

NUBIA . E FUENTES : 9828 S.W. 88TH STREET, APT # 1-A. MIAMI FLORIDA. 33176
MIGUEL A ESTEVEZ : 9828 S.W. 88TH STREET, APT # 1-A. MIAMI FLORIDA. 33176
MARGARITA ESTEVEZ: 9828 S..W 88TH STREET, APT # 1-A MIAMI FLORIDA. 33176

VACANCIES IN THE INITIAL BOARD OF DIRECTORS OCCURING BEFORE THE FIRST ELECTION SHALL BE FILED BY THE DIRECTORS REMAINING IN OFFI CE EVEN SO THEY MIGHT NOT CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS.

TERMINATION OF ANY BOARD MEMBER. ANY BOARD MEMBER MAY BE TERMINATED BY EXPULSION FOR REASONABLE CAUSE BY THE REMAINING MAJORITY OF THE ACTING BOARD OF DIRECTORS, OR BY WRITTEN RESIGNATION SUBMITTED THIRTY DAYS PRIOR, TO ACT TO THE ACTING BOARD OF DIRECTORS MEETING

THE AFFAIRS OF THIS CORPORATION SHALL BE MANAGED BY OFFICERS ELECTED BY THE BOARD OF DIRECTORS AT ITS ANNUAL MEETING..

THE OFFICERS WHO SHALL SERVE UNTIL NEW OFFICERS ARE ELECTED IN ACCORDANCE WITH THE BY-LAWS, ARE AS FOLLOWS:

ARTICLE VI

THIS CORPORATION SHALL ISSUE NO STOCK, NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS MEMBERS DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS EXCEPT THAT THIS CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE

COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSE SET FORTH IN THIS ARTICLE NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION, THIS CORPORATION SHALL NO PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE INCLUDING THE PUBLISHING OR DISTRIBUTIONS OF STATEMENTS.

NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THIS ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 © (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, OR BY A CORPORATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170 (b) (1) (A) (vi) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW AND/OR FEDERAL TAX CODE AS AMENDED.

ARTICLE VII

THE BY-LAWS OF THE CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS.

ARTICLE VIII

AMENDMENT TO THESE ARTICLES OR TO THE BY-LAWS OF THE CORPORATION MAYBE PROPOSED BY THE BOARD OF DIRECTORS. AMENDMENTS SHALL BE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF DIRECTORS PRESENT OR VOTING BY PROXY AT ANY MEETING AT WHICH A QUORUM IS PRESENT PROVIDED HOWEVER, THAT EACH VOTING MEMBERS HAS BEEN GIVEN NOTICE, AT LEAST TEN DAYS PRIOR TO SAID MEETING..

ARTICLE IX

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS,
1800 NW 27TH AVENUE. SUITE # 301. MIAMI FLORIDA . 33145.

AND THE INITIAL REGISTERED AGENT WITH THE REGISTERED OFFICE AT THE ABOVE ADDRESS IS: NUBIA E FUENTES.

ARTICLE X

NO CONTRACT OR OTHER TRANSACTIONS BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OFFICERS OF THIS CORPORATION ARE PECUNIARLY OR OTHERWISE INTERESTED IN, OR ANY FIRM OF WHICH ANY DIRECTOR IS A MEMBER A PARTY TO, OR MAY BE PECUNIARILY OR

OTHERWISE INTERESTED IN ANY CONTRACT OR TRANSACTION WITH SAID CORPORATION, SHALL BE DISCLOSED ON THE MINUTES OF THIS CORPORATION; AND

THE MEMBER OF ANY SUCH OTHER CORPORATION WHO IS SO INTERESTED MAY NOT BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION AND PROVIDED, SUCH OTHER DIRECTOR MAY NOT VOTE THERE TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, PROVIDED HOWEVER, THAT SUCH TRANSACTION IS PERMITTED TO BE CARRIED ON WITHIN THE MEANING OF SECTION 501 © (3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AS AMENDED.

ARTICLE XI

UPON THE DISSOLUTION OF THE CORPORATION, ALL ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSE WITHING THE MEANING OF SECTION 501 © (3) OF THE INTERNAL REVENUE CODE , 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 A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATIONS, AS THE COURT DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

IN THE EVENT OF DISSOLUTION , THE RESIDUAL ASSETS OF THE ORGANIZATION WILL BE TURNED OVER TO ONE MORE ORGANIZATIONS WHICH THEMSELVES ARE EXEMPT AS ORGANIZATIONS DESCRIBED IN SECTION 501 © (3) AND 170 © (2) OF THE INTERNAL REVENUE CODE, OR TO THE FEDERAL, STATE, OR LOCAL GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSE.

IN WITNESS WHEREOF WE HAVE MADE, SUBSCRIBED, AND ACKNOWLEDGED THESE ARTICLES OF INCORPORATION THIS 30th DAY OF July OF 2001

INCORPORATORS:



NUBIA E FUENTES.

TERMINAL ANF INFECTIOUS DESEASE STUDIES, INC. (T-AIDS) Continued.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE "IX" HEREINBEFORE, THE UNDERSIGNED HEREBY AGREES TO ACT IN SUCH CAPACITY, AND STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPOSIBILITIES THEREOF AND FURTHER AGREE TO COMPLY WITH THE PROVIIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF THE DUTIES OF RESIDENT AGENT.

SIGNATURE *Nubia E Fuentes*

NAME OF RESIDENT AGENT; NUBIA E FUENTES.

ADDRESS 9828 S.W. 88TH STREET, MIAMI, FLORIDA. 33176

THIS 26TH DAY OF JULY OF THE YEAR 2001.

FILED
01 AUG 27 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA