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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

BioMedLife, Inc.

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ARTICLES OF INCORPORATION
OF
BioMedLife, Inc.
(A Florida Not-For-Profit Corporation)

Article I
NAME

The name of this corporation shall be BioMedLife, Inc., hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is BioMedLife, Inc., 303 Galen Drive, Suite 206, Key Biscayne, Florida 33149-2126.

Article III
DURATION

The period of duration of the Corporation shall be perpetual.

Article IV
PURPOSE

This Corporation is a not-for-profit corporation, organized and shall be operated 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 the corresponding provisions of any future federal tax statute (the "Code"), and not for pecuniary profit, including but not limited to:

- (a) Conducting its own direct projects and activities.
- (b) Encouraging, motivating, accepting, holding, investing, reinvesting and administering any gifts, bequests, grants and devices of property of any nature, and using, disbursing, lending or donating the principal thereof or income earned thereupon exclusively for the Corporation's purposes, and giving, conveying, lending or assigning any of its property outright or to carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not-For-Profit Corporation Act and section 501(c)(3) of the Code.
- (c) Promoting the integration of innovative biomedical techniques into today's mainstream medical practice to facilitate the diagnosis and treatment of specified diseases and/or physical disorders by performing one or more of

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the following activities on the patient's and/or patient's physician's behalf: (a) provide information of innovative biomedical science, techniques and practices to the patients and/or physicians; (b) coordinate communication and data exchange among the patient, the patient's physicians and the physician(s) providing the expert opinion; (c) coordinate a prompt and efficient patient access to the prescribed diagnosis, treatment or medication by any of the physicians involved; (d) engage in any activity or research on behalf of the patient to the success rate of the diagnosis and treatments prescribed by the patient's physicians; and (e) organize networks that work to unify the medical community and to increase the ability of health care providers to improve the quality of life for all of those who require an alternative medical opinion and do not have the means or the knowledge to access it.

Article V
MEMBERSHIP

The Corporation shall have no members.

Article VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of the Corporation is: Claudia M. Ochatt, 303 Galen Drive, Suite 206, Key Biscayne, Florida 33149-2126.

Article VII
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Claudia M. Ochatt
303 Galen Drive, Suite 206
Key Biscayne, Florida 33149-2126

Eduardo Zaidenberg
303 Galen Drive, Suite 206
Key Biscayne, Florida 33149-2126

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Enrique Mesri
421 East 72nd Street, #3B
New York, New York 10021.

Article VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
Stacy L. Ossin, Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, FL 33131.

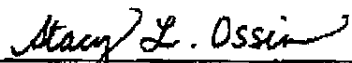
Article IX
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Code or as selected by the Board of Directors.

Article X
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation except from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 12th day of September, 2001.



Stacy L. Ossin
Incorporator

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CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, Claudia M. Ochatt, does hereby consent to serve as Registered Agent, in the State of Florida, for BioMedLife, Inc. As agent for said corporation, the undersigned will be responsible for receiving service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Department of State in the event of her resignation, or of any changes in the registered office address of BioMedLife, Inc.

DATED: September 12, 2001.



Claudia M. Ochatt

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