

PAUL V. DeBIANCHI, P. A.
ATTORNEY AT LAW

SUITE 602 NORTHERN TRUST PLAZA
2601 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE: (954) 566-4944
FAX: (954) 566-4922

N 0100000 7151

October 3, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

RE: Articles of Incorporation - 1000+ Club to Benefit Cancer, Inc.

Ladies and Gentlemen:

Enclosed is an original and duplicate copy of the Articles of Incorporation of this proposed corporation. The duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscribers in the same manner as the original.


I have also enclosed our check in the amount of \$87.50, made payable to the Department of State, to cover the following:

Filing Fee/Registered Agent Designation	\$70.00
Certified Copy fee	\$ 8.75
Certificate of Status fee	\$ 8.75

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to this office in the enclosed, self-addressed, stamped envelope.

Very truly yours,

PAUL V. DeBIANCHI, P.A.


Paul V. DeBianchi
For the Firm

PVD/rjd

Enclosure(s)
cc: Client

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT - 8 AM 9:42

OCT 9 2001

**ARTICLES OF INCORPORATION
OF
1000+ CLUB
TO BENEFIT CANCER, INC.
A corporation Not-for-Profit**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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THE UNDERSIGNED hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, and certify as follows:

ARTICLE I

NAME:

1.1 The name of the Corporation shall be 1000+ Club to Benefit Cancer, Inc. (hereinafter referred to as the "Corporation" and/or the "Club") whose mailing address is 2601 East Oakland Park Blvd., Suite 602, Fort Lauderdale, FL 33306-1617.

ARTICLE II

PURPOSES:

2.1 The purpose for which the Corporation is organized is to provide cancer education, promote community awareness, and mobilize community resources through fundraising events and dues to support research, education, and cancer patient services.

2.2 The Corporation shall not issue shares of stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III

POWERS:

3.1 The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Corporation shall have all of the powers reasonably necessary to implement the purposes of the Corporation.

3.3 A majority of the officers may authorize any officer or officers, agent or agents of the Club to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Club in accordance with the Bylaws.

3.4 All checks, drafts, or other orders for the payment of money, notes or other evidences

of indebtedness issued in the name of the Club shall be signed by the President and Treasurer.

3.5 All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the officers may select.

3.6 The officers may accept on behalf of the Club any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Club.

ARTICLE IV

MEMBERS:

4.1 Classes of Members. Members shall belong to the Club. There shall be five (5) classes of membership:

- a) Individual
- b) Family
- c) Silver Sword
- d) Corporate
- e) Life

4.2 Qualifications: Any person paying dues and agreeing to be bound by the Articles of Incorporation, By-Laws and Policies of the Club is eligible for membership in this organization.

4.3 Termination of Membership: The Board of Directors, by majority vote, may suspend or expel a member for cause after an appropriate hearing.

4.4 Reinstatement: Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by majority vote, reinstate such former member of the Club who had been terminated to membership in the Club, upon such terms as the Board of Directors may deem appropriate.

4.5 Voting Rights: Each active member shall be entitled to one vote on each matter submitted to the vote of the members. Honorary members shall not have a right to vote.

ARTICLE V

Board of Directors:

5.1 Purpose and General Powers: The Board shall be advisory to the officers and, in addition thereto, perform such duties as are imposed on the Board by the Bylaws.

5.2 Number, Tenure and Qualification: The Board of Directors shall be composed of the President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Recording Secretary, Corresponding Secretary and Treasurer of the Club and other members who shall be appointed by the officers. Each board member shall hold office for two years but may be reappointed or elected for any number of successor terms. Each director must be an active member of the Club in

good standing.

5.3 Meetings: Annual meetings of the Board of Directors shall be held upon notice from the President or any other officers acting at the direction of the President. Notice of special meetings shall be given in accordance with the By-laws.

ARTICLE VI

OFFICERS:

6.1 The affairs of the Corporation shall be administered by a President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Recording Secretary, a Corresponding Secretary and a Treasurer, all of whom shall be directors and such other officers as may be elected in accordance with the Bylaws. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed in the Bylaws. The Directors shall be elected or appointed in accordance with the Bylaws.

6.2 The following are the names of the officers who shall serve until their successors are designated by the Board of Directors:

Mary Caldwell	President
Stella Siegel	First Vice President
Joanne Shearer	Second Vice President
Dorothy Porges	Third Vice President
Jo Anne Lewis	Co-Fourth Vice President
Beverly DiNunzio	Co-Fourth Vice President
Billie Sue Engle	Co-Recording Secretary
Gina Stelnik	Co-Recording Secretary
Jan Sutte	Corresponding Secretary
Michele Kesian	Co-Treasurer
Betty Koontz	Co-Treasurer

ARTICLE VII

MEETINGS:

7.1 Meetings shall be called in accordance with the By-laws of the Corporation.

ARTICLE VIII

INDEMNIFICATION:

8.1 The Corporation shall indemnify any person who was or is a party or is threatened to

be made a party to any threatened, pending or completed action suit or proceedings:

a. Whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such an action, suit or proceedings, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, have reasonable cause to believe that his conduct was unlawful.

b. By or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fee) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal therefore if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

8.2 To the extent that a director, officer employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subsection (a) or subsection (b) or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

8.3 Any indemnification under subsection (a) or subsection (b) shall be made by the Corporation only as authorized in the specific cash upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a) or subsection (b), unless a court has decided that indemnification is proper. Such determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; (2) if such a quorum of disinterested directors so direct, by independent legal counsel in a written opinion; or (3) by the members by a majority vote of a quorum consisting of members who

were not parties to such action, suit or proceeding.

8.4 If any expenses or other amounts are paid by way of indemnification other than by court order or by action by the members or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to members of written notice of the next Annual Meeting of Members unless such meeting is held within three months from the date of such payment, deliver either personally or by mail to each member of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE IX

AMENDMENTS:

9.1 Amendments to the Articles of Incorporation shall be enacted by a majority vote of active members present and voting at any meeting of the Club. An amendment shall be effective when filed with the Secretary to State of the State of Florida.

ARTICLE X

TERM:

10.1 The term of the Corporation shall be perpetual unless the Corporation is terminated sooner by law.

ARTICLE XI

DISTRIBUTION OF ASSETS:

11.1 The property of this Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever ensue to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

11.2 All funds and titles to all property acquired by the Corporation and proceeds thereof shall be spent exclusively to effect the purposes of the Corporation and for costs incidental to the creation and maintenance of this Corporation.

ARTICLE XIII

INCORPORATION, REGISTERED AGENT & REGISTERED OFFICE:

12.1 The name of the initial registered agent of the Corporation is PAUL V. DEBIANCHI.

12.2 The address of the initial registered agent is 2601 E. Oakland Park Boulevard, Suite 602, Ft. Lauderdale, Florida 33306.

The undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose

of forming this Corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation this 2nd day of October, 2001.

Subscribers:

Mary Caldwell

MARY CALDWELL

Address: 4653 N. University Drive
Coral Springs, FL 33067

Stella Siegel

STELLA SIEGEL

Address: 3055 Harbor Drive, #1803S
Ft. Lauderdale, FL 33316

Betty Koontz

BETTY KOONTZ

Address: 100 NW 114th Lane
Coral Springs, 33071

STATE OF FLORIDA)
COUNTY OF BROWARD)

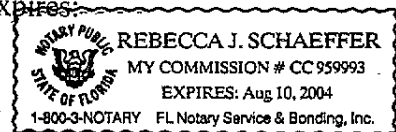
BEFORE ME, the undersigned authority, this day personally appeared MARY CALDWELL, who (✓) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that she has read the foregoing and that she has set her hand and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 2nd day of October, 2001.

Rebecca J. Schaeffer
Notary Public, State of Florida

My Commission expires:

STATE OF FLORIDA)
COUNTY OF BROWARD)



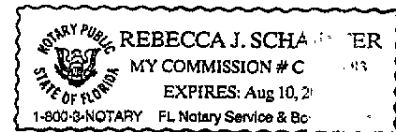
BEFORE ME, the undersigned authority, this day personally appeared STELLA SIEGEL, who (✓) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that she has read the foregoing and that she has set her hand

and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 2nd day of October, 2001.

Rebecca J. Schaeffer
Notary Public, State of Florida

My Commission expires:



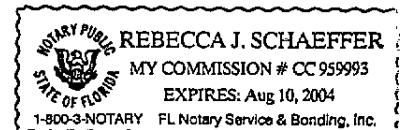
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared BETTY KOONTZ, who (✓) is personally known to me or () produced _____ as identification, after being first duly sworn, deposes and says that she has read the foregoing and that she has set her hand and seal thereto for the uses and purposes therein expressed.

SWORN AND SUBSCRIBED to before me this 2nd day of October, 2001.

Rebecca J. Schaeffer
Notary Public, State of Florida

My Commission expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I declare that I am familiar with and accept the duties and responsibilities to act in this capacity, and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

REGISTERED AGENT:

Paul V. DeBianchi
PAUL V. DEBIANCHI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -8 AM 9:42