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IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
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IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

December 3, 2001

AIRBORNE EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

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-12/04/01--01071--002
*****78.75 *****78.75

Re: The Transplant House Foundation, Inc.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$78.75 is enclosed for the following fees:


Filing fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,


Ivan A. Gomez

IAG/lc
Transplant\Filing.L

Enclosures

FILED
01 DEC -4 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 6 2001

ARTICLES OF INCORPORATION
OF
THE TRANSPLANT HOUSE FOUNDATION, INC.

FILED

01DEC-4 PM12:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is THE TRANSPLANT HOUSE FOUNDATION, INC.

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office of the Corporation is located at 1150 N.W. 14th Street, Suite 209B, Miami, Florida 33136, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE III

PURPOSE

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding provision of any future United States Revenue Law ("Code").

ARTICLE IV

POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

ARTICLE V

LIMITATIONS

5.1 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Directors, Officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

5.2 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

5.3 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an

organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE VI

NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

ARTICLE VII

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Board of Directors of the Corporation shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons.

ARTICLES IX

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) members of the Board of Directors to hold office until the first meeting of the Board of Directors and their successors shall have been duly elected and qualified. The following persons shall constitute the initial Board of Directors of the Corporation:

NAME	ADDRESS
Donnie Coker	- 1067 N.W. 155 Terrace Pembroke Pines, Florida 33028
Paul Alterman	- 7850 N.W. 5th Place Plantation, Florida 33324
Ilene Lieberman	- 115 S. Andrews Avenue, Room 414 Fort Lauderdale, 33301
Ivan A. Gomez	601 Brickell Key Drive, Ste 507 Miami, Florida 33131

ARTICLE X

REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the initial Registered Agent of the Corporation at that address is IAG CORPORATE SERVICES, INC.

ARTICLE XI

INCORPORATOR

The name and address of the undersigned Incorporator is:

NAME

Ivan A. Gomez, P.A.

ADDRESS

601 Brickell Key Drive
Suite 507
Miami, Florida 33131

ARTICLE XII

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIII

DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Revenue Law ("Code"). Any such asset not so disposed of shall be disposed of

by the appropriate Court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV

GENERAL

(1) The Corporation shall distribute its income for each taxable 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.

(2) The Corporation shall not engage in any act of "self-delaying", as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code

(4) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code.

(5) The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 3d day of December, 2001.

IVAN A. GOMEZ, P.A.

By: 


Ivan A. Gómez, President
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of THE TRANSPLANT HOUSE FOUNDATION, INC., as made in the foregoing Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: 12/3/01

By:  IPnes
Ivan A. Gomez, President