

NO 20000001967

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222 Lakeview Avenue
Suite 1250 - Esperant
West Palm Beach, FL 3340

March 7, 2002

056.001

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/11/02--01085--011
*****302.50 *****78.75

Re: *Filing of Articles of Incorporation and Amendments*

Dear Sir/Madam:

Enclosed please find a check in the amount of \$302.50 payable to the Dept. of State for filing fees with respect to the following documents to be filed in the following:

1. Third Amended and Restated Articles of Incorporation of South Florida Blood Banks Foundation, Incorporated (\$35.00 plus \$8.75 for certified copy plus \$1.00 for extra page). N1300000026
2. First Amendment to Second Amended and Restated Articles of Incorporation of South Florida Organ and Tissue Bank, Inc. (\$35.00 plus \$8.75 for certified copy). N19169
3. Third Amended and Restated Articles of Incorporation of Children's World Blood Bank, Inc. (\$35.00 plus \$8.75 for certified copy plus \$1.00 for extra page).
4. Third Amended and Restated Articles of Incorporation of South Florida Blood Services, Inc. (\$35.00 plus \$8.75 for certified copy). M20905
5. Fifth Amended and Restated Articles of Incorporation of South Florida Blood Banks, Inc. (\$35.00 plus \$8.75 for certified copy plus \$2.00 for extra pages). 709402
6. Articles of Incorporation of Children's World Blood Bank Foundation, Inc. (\$35.00, plus \$35.00 for the designation of registered agent, \$8.75 for certified copy and \$1.00 for extra page).

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SECRETARY OF STATE
TALLAHASSEE FL 32304

03-19-02

Division of Corporations

March 4, 2002

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Please forward the certified copies to me in the enclosed stamped, self-addressed envelope.

Please do not hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lili DiMeo".

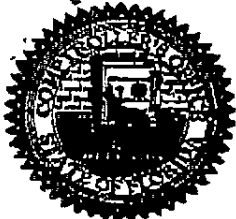
Lili DiMeo

Legal Assistant

/ld

Enclosure

GAEDSISS\DOCS\56\056001\696646.WPD



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32398-0360

March 19, 2002

Myra Gandel, Esquire
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue
Esperante, Suite 1250
West Palm Beach, Florida 33401

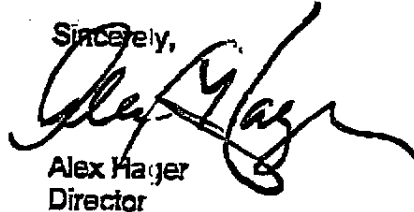
Dear Ms. Gandel:

Re: Children's World Blood Bank Foundation, Inc.
Children's World Blood Bank, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced names.

It is the opinion of this Department that the above-referenced corporate names are definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced names being registered to conduct business in the state of Florida.

Sincerely,


Alex Hager
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHILDREN'S WORLD BLOOD BANK FOUNDATION, INC.
A NOT FOR PROFIT CORPORATION

ARTICLE I

The name of the Corporation shall be CHILDREN'S WORLD BLOOD BANK FOUNDATION, INC.

ARTICLE II

The purposes and objects for which the Corporation is organized and the general nature of the business to be transacted shall be:

(a) To encourage, solicit, receive and administer gifts, donations and bequests of property and funds for scientific, educational, development and charitable purposes, all for the advancement of Children's World Blood Bank, Inc., its affiliates and their respective objectives.

(b) To take and hold, either absolutely or in trust for any of such purposes, funds and property of all kinds subject only to limitations or conditions imposed by law or the instrument under which received.

(c) To sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of such purposes.

(d) To act as trustee and exercise any trust powers.

(e) In general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out; except that no part of the net earnings or income of the Corporation

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TALLAHASSEE FLORIDA

shall inure to the benefit of, or be distributed to, its members, directors, officers and/or any other person.

ARTICLE III

The membership of the Corporation shall consist of no more than thirty five (35) members. The membership of the Corporation at the time of filing this instrument consists of the members listed below, and shall, in the future, consist of any other individuals who shall hereafter be elected to membership in the Corporation by the membership. All membership in the Corporation shall continue until terminated in such a manner as may be provided by the Bylaws of the Corporation and the members shall have such duties and privileges as set forth in the Bylaws of the Corporation. The names of the current the members of the Corporation and the terms for which they were elected are:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Philip L. Arvidson	933 45 th Street West Palm Beach, Florida	2004
Rob Holroyd	933 45 th Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 th Street West Palm Beach, Florida	2004
Laura South	933 45 th Street West Palm Beach, Florida	2003
Paul Van der Grift	933 45 th Street West Palm Beach, Florida	2002
Tim Reeve	933 45 th Street West Palm Beach, Florida	2002
Mark Krill	933 45 th Street West Palm Beach, Florida	2002

Michele Eassa	933 45 th Street West Palm Beach, Florida	2002
Curtis Lyman	933 45 th Street West Palm Beach, Florida	2003
Ildiko Varga	933 45 th Street West Palm Beach, Florida	2002

ARTICLE IV

The names and residences of the individuals executing these Articles of Incorporation are as follows:

Theodore Moffett	933 45 th Street West Palm Beach, Florida
Douglas G. Johansen	933 45 th Street West Palm Beach, Florida

ARTICLE VI

The affairs of the Corporation shall be directed by a Board of Directors, and by a Chairman of the Board, President/Chief Executive Officer, Vice Chairman, and Secretary/Treasurer, and by such other officers as shall be elected or appointed in such manner as the Board of Directors shall provide in the Bylaws of the Corporation.

All directors and officers shall be elected as hereinafter provided or as provided for in the Bylaws of the Corporation, except that the Board of Directors shall appoint a full-time President/Chief Executive Officer, who will function as the President/Chief Executive Officer and manage the affairs of the Corporation under the direction of the Board of Directors.

ARTICLE VII

The names of the persons serving as officers at the time of the filing of this instrument are as follows:

Chairman of the Board	Philip L. Arvidson
Treasurer/Secretary	Theodore Moffett
President/Chief Executive Officer	Douglas G. Johansen

ARTICLE VIII

The Board of Directors shall be comprised of up to thirty five (35) members, consistent with the provisions of the Bylaws of the Corporation, and the Directors shall be elected by the members of the Corporation for three-year terms, appropriately staggered. All Directors shall be nominated from the membership of the Corporation. The Chairman, Vice Chairman and Secretary/Treasurer shall be elected by and from the Board of Directors at the annual meeting of the Corporation and shall serve for one year and until their successors are elected and qualified. The other officers of the Corporation shall be elected at such time and shall serve for such period as shall be fixed by the Bylaws of the Corporation; provided, however, the Board of Directors shall have the power and authority to appoint a President/Chief Executive Officer who shall be charged with management of the property and business affairs of the Corporation under the guidelines established by the Board of Directors.

The names of the members of the Board of Directors duly elected for the terms as indicated as of the date of this instrument are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Philip L. Arvidson	933 45 th Street West Palm Beach, Florida	2004
Rob Holroyd	933 45 th Street West Palm Beach, Florida	2003
Theodore Moffett	933 45 th Street West Palm Beach, Florida	2004
Laura South	933 45 th Street West Palm Beach, Florida	2003
Paul Van der Grift	933 45 th Street West Palm Beach, Florida	2002
Tim Reeve	933 45 th Street West Palm Beach, Florida	2002
Mark Krill	933 45 th Street West Palm Beach, Florida	2002
Michele Eassa	933 45 th Street West Palm Beach, Florida	2002
Curtis Lyman	933 45 th Street West Palm Beach, Florida	2003
Ildiko Varga	933 45 th Street West Palm Beach, Florida	2002

ARTICLE IX

The Bylaws of the Corporation shall be adopted, altered or rescinded by a vote of a majority of all members present at any regular meeting of the Board of Directors for that purpose called.

ARTICLE X

Amendments to these Articles of Incorporation shall be approved by a majority of all members present at any regular meeting of the Board of Directors for that purpose called.

ARTICLE XI

The Board of Directors, by resolution adopted by a majority of the Directors, may elect an Executive Committee which shall be comprised of no more than ten (10) Directors. When the Board of Directors is not in session, the Executive Committee shall have all of the power vested in the Board of Directors by law, by the Articles of Incorporation, or by these By-laws, provided that the Executive Committee shall not have power to (i) amend the Articles of Incorporation; (ii) adopt, amend or repeal the By-laws; or (iii) appoint or remove the President/Chief Executive Officer. The Executive Committee shall report at the next regular or special meeting of the Board of Directors all action which the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

ARTICLE XII

The purpose of the Corporation shall be exclusively charitable and educational within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, and Section 617.0301 of the Florida Not For Profit Act, and to do all such things as are incidental to the accomplishment of this stated purpose and consistent with the laws of the State of Florida.

ARTICLE XIII

The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Sec. 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law or (b) an organization, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code, or any other corresponding provision of future United States Internal Revenue Law.

ARTICLE XIV

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to foundation, library, charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law, and none of the assets will be distributed to any member, director or officer of the Corporation or to any other person.

ARTICLE XV

The Corporation shall, in accordance with Section 617.0831 of the Act, indemnify any member, director or officer or former member, director or officer for all expenses and costs, including attorneys' fees, actually and necessarily incurred in connection with any claim asserted against such individual, by action in court or otherwise, by reason of such person being or having been such member, director or officer, except in relation to matters as to which such person shall have been guilty of gross negligence or misconduct with respect to the matter in which indemnity is sought. Nothing contained herein shall limit or otherwise modify the immunity afforded to any officer or director of the Corporation under Section 617.0834 of the Act.

ARTICLE XVI

The street and mailing address of the principal office and the principal place of business of the Corporation shall be 933 45th Street, West Palm Beach, Florida 33407.

ARTICLE XVII

The name of the registered agent for service of process on the Corporation is John H. Flynn, whose address is 14257 U.S. Highway One, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, for the purposes of amending and restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, each of the undersigned has executed these Articles of Incorporation as of February 28, 2002.

CHILDREN'S WORLD BLOOD BANK
FOUNDATION, INC.

By: 

Philip L. Arvidson, Chairman

ATTEST: 

Theodore Moffett, Secretary

By: 

Douglas G. Johansen, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28 day of February, 2002, by PHILIP L. ARVIDSON, Chairman of Children's World Blood Bank Foundation, Inc., DOUGLAS G. JOHANSEN, President and attested by THEODORE MOFFETT, its Secretary, on behalf of the corporation.



Grace E. Kerns
Notary Public
My Commission Expires: May 29, 2002

I HEREBY agree to act as registered agent for Children's World Blood Bank Foundation, Inc. as stated in the foregoing Articles of Incorporation.

[Signature]
John H. Flynn