

N102000006544

TRANSMITTAL LETTER

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

700007008187--5
-08/09/02--01018--007
*****87.50 *****87.50

SUBJECT: R-GROUP INTERNATIONAL Medical Research Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Darren F. Kahn
Name (Printed or typed)
P.O. Box 357235
Address
Gainesville, FL 32635
City, State & Zip
352.378.3633
Daytime Telephone number

02 AUG 28 PM 1:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

m 8/28 W-23160



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 12, 2002

DARREN F KAHN
PO BOX 357235
GAINESVILLE, FL 32635

SUBJECT: R-GROUP INTERNATIONAL MEDICAL RESEARCH GROUP, INC.
Ref. Number: W02000023160

We have received your document for R-GROUP INTERNATIONAL MEDICAL RESEARCH GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 002A00047689

Nonstock

Nonprofit

FILED

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**Certificate of Incorporation
Of**

R-GROUP INTERNATIONAL Medical Research Group, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name of this Corporation is R-GROUP INTERNATIONAL Medical Research Group, Inc.

Second: Its registered office in the State of Florida is located at 2321 North West 66th Court in the City of Gainesville, County of Alachua. The registered agent in charge thereof is *Darren F. Kahn* at the same address. This is also the principal office and mailing address for the corporation.

Third: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

This is a nonstock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of Florida.

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), to wit:

Providing research and development of new and innovative medical device technology in the areas of biomedical technology, specifically tissue engineering technology to aid in organ transplantation, advancements in cardiovascular healthcare and to cure diseases that impair vision.

Fourth: The corporation shall not have any capital stock and the directors will be appointed as stated in the By-Laws.

Fifth: The name and mailing address of the incorporator is: *Darren F. Kahn, 2321 North West 66th Court, Gainesville, Florida 32653.*

Sixth: The powers of the incorporators are to terminate upon filing of the Certificate of Incorporation, the names and addresses of the persons who are to serve as directors until their successors are elected as follows:

Darren F. Kahn, P.O. Box 357235, Gainesville, Florida 32635
Henry J. Kahn, P.O. Box 357235, Gainesville, Florida 32635
Noreen J. Kahn, P.O. Box 357235, Gainesville, Florida 32635

Seventh: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the By-Laws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise all powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the By-Laws so provide, be classified as to term of office. The corporation may elect such officers as the By-Laws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of this corporation. This corporation may in its By-Laws confer power upon its Board of Directors in addition to foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the officers.

Eight: Meetings of the members may be held without the State of Florida, if the By-Laws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida at such place or places as may be from time to time designated by the Board of Directors.

Ninth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these Articles. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions 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 Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue Law).

Tenth: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.

Eleventh: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservations.

Twelfth: Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.


I, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to the laws of the State of Florida, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 5th day of August A.D. 2002.


Signature of Incorporator (Darren F. Kahn)

8/26/02
Date


Signature of Incorporator (Henry J. Kahn)

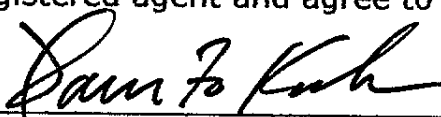
8/26/02
Date


Signature of Incorporator (Noreen J. Kahn)

8/26/02
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent (Darren F. Kahn)

8/26/02
Date