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TALLAHASSEE, FLORIDA

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DEAN J. TRANTALIS
ATTORNEY AT LAW

2255 WILTON DRIVE
WILTON MANORS, FLORIDA 33305
PHONE (954) 566-2226
FAX (954) 566-2248
E-MAIL: DEAN@TRANTALIS.COM

January 27, 2003

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

RE: OUTLOOK MEDICAL CORPORATION

Dear Sir/Madam:

Please process the following document needed to register this new 501(c)(3) corporation:

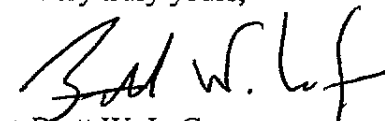
- ARTICLES OF INCORPORATION Section 501(c)(3)

Also enclosed is our check for \$70.00, which represents payment for filing, and a self addressed, postage paid return envelope for your convenience.

If you have any questions, please do not hesitate to contact us.

Thank you for your assistance.

Very truly yours,


Brett W. LaGrow
Legal Assistant

enclosures

ARTICLES OF INCORPORATION
OF
OUTLOOK MEDICAL CORPORATION

FILED
03 JAN 28 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Corporate Name and Address

The name of this Corporation shall be OUTLOOK MEDICAL CORPORATION and its permanent address shall be 6405 N. Federal Hwy #203, Fort Lauderdale, FL 33308.

ARTICLE II
Corporate Name

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit law set forth in Section 617 of the State of Florida.

ARTICLE III
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) to operate exclusively in any other manner for charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any other applicable Internal Revenue Law) as amended, or under any

corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V
Management of corporate Affairs

(a) **Board of Trustees:** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the Corporation shall be at least three (3), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

The Trustees elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year until the annual meeting following the election of Trustees and until the qualifications of the successors in office. Annual meeting shall be held at location as described and prescribed by the Board of Trustees, and at such date and time as prescribed and determined by the Board of Trustees, or at such other times or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force

and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

<u>Name:</u>	<u>Address</u>
Todd A Fralich, M.D.	6405 N. Federal Hwy #203 Fort Lauderdale, FL 33308
Frank Tomaka, M.D.	6405 N. Federal Hwy #203 Fort Lauderdale, FL 33308
Cary Groff	6405 N. Federal Hwy #203 Fort Lauderdale, FL 33308

(b) Corporate Officers: The Board of Trustees shall elect the following officers: President, Vice President, Secretary/Treasurer, and such other officers as the By-Laws of this corporation; may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees.

(c) Liabilities of Directors: The Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

(d) Insurances/Indemnification:

1) Liability: The Board of Directors shall have the power to obtain and provide liability insurance for this Association's officer, directors, advisory committee members, employees, volunteers, agents and members to the extent and in the manner from time to time permitted by the Laws of the State of Florida, except that the Board cannot provide such

insurance coverage for criminal, intentional or willful misconduct. Said insurance shall be in an amount determined necessary by the Board of Directors and held as an indemnification of this Association's officers, directors, advisory committee members, employees, volunteers, agents, and members in the event of any and all litigations commenced against this Association and thereby protecting such persons from personal liability by having been made a party to such litigation by reason of their association and/or position with this Association.

2) Indemnification: The Board of Directors shall have the power to provide indemnification with or without the aforementioned liability insurance for this Association's officers, directors, advisory committee members, employees, volunteers, agents, and members to the extent and in the manner from time to time permitted by the Laws of the State of Florida criminal, intentional, or willful misconduct. Except to the extent such determination is reserved to the membership by the Laws of the State of Florida, the Board's determination to provide or refuse indemnification is conclusive.

ARTICLE VI

Earnings and Activities of the Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of any candidate for public office.

(c) Notwithstanding any other provision 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 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or 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) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to

such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII
Membership

The corporation shall have no class of members and shall be governed by its Board.

ARTICLE IX

The names and residence addresses of the Subscribers of this corporation are as follows;

Name:

Address:

Dean J. Trantalis, Esq.

2255 Wilton Drive
Wilton Manors, FL 33305

ARTICLE X
Amendment of By-Laws

Subject to the limitations contained in the By-laws, and any limitations set forth in the corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized and/or approved by the members of the corporation, By-Laws of this corporation may be altered, rescinded, added to, or new By-Laws may be adopted, either by resolution of the Board of Trustees, or by following the procedures set forth therefor in the By-Laws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any private individual.

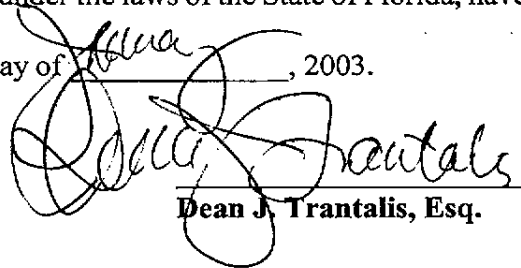
ARTICLE XII
Registered Agent and Office

The address of the corporation's registered offices shall be 2255 Wilton Drive, Wilton Manors, Florida and the name of its agent shall be Dean J. Trantalis, Esq.

ARTICLE XIII
Amendment of Articles

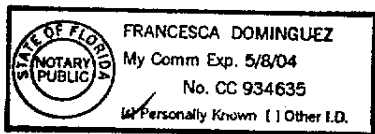
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

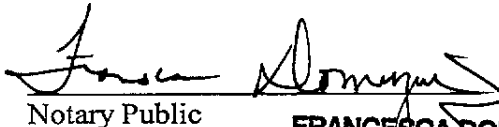
THE UNDERSIGNED, being the subscriber and incorporator of this corporation, for the purpose of forming the non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 24 day of March, 2003.

 (SEAL)
Dean J. Trantalis, Esq.

STATE OF FLORIDA }
 }
COUNTY OF BOWARD }

BEFORE ME, the undersigned authority, personally appeared Dean J. Trantalis, Esq. to me known to be the person described as the subscriber in the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to and executed said Articles this the 24 day of January, 2003.




Notary Public
(SEAL) **FRANCESCA DOMINGUEZ**

My Commission Expires:

FILED
03 JAN 28 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA