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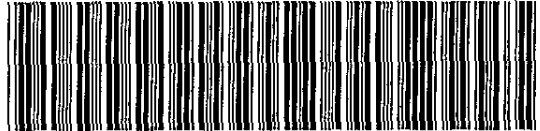
(Business Entity Name)

(Document Number)

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December 15, 2003

Via FedEx

Ms. Wanda Cunningham  
Document Specialist  
New Filings Section  
Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: FLORIDA CANCER CLINICAL TRIALS COOPERATIVE, INC.**

Dear Ms. Cunningham:

Please file the enclosed revised articles of incorporation and acceptance of registered agent for the above-referenced corporation, which have been modified in accordance with your guidance on Friday, December 12, 2003. Also enclosed is your notice of rejection dated December 9, 2003. Please file the articles and return one date-stamped copy to me. Check number 313754 for \$70.00 costs of filing the articles of incorporation and designation and acceptance of registered agent was previously sent to the Division of Corporations and remains at your office.

**Please notify me if you need additional information (813) 253-0541, Extension 478.**

Sincerely,

A handwritten signature in cursive script that reads "Elaine Holmes".

T. Elaine Holmes  
General Counsel

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 9, 2003

T. ELAINE HOLMES  
3709 W. JETTON AVE.  
TAMPA, FL 33629-5146

SUBJECT: FLORIDA CANCER CLINICAL TRIALS COOPERATIVE, INC.  
Ref. Number: W03000037245

We have received your document for FLORIDA CANCER CLINICAL TRIALS COOPERATIVE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The name of the entity must be identical throughout 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) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filings Section

Letter Number: 703A00066161

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA CANCER CLINICAL TRIALS COOPERATIVE, INC.**

This Nonprofit Corporation is formed in accordance with the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

**ARTICLE I  
NAME**

The name of the Nonprofit Corporation is FLORIDA CANCER CLINICAL TRIALS COOPERATIVE, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 3709 West Jetton Avenue, Tampa, Florida 33629-5146. The mailing address of the corporation is 3709 West Jetton Avenue, Tampa, Florida 33629-5146.

**ARTICLE III  
PURPOSE**

The corporation is organized to operate exclusively for charitable purposes as within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including but not limited to the following:

1. To expand, in collaboration with the members of the Florida Dialogue on Cancer, Florida's capacity to conduct cancer clinical trials.
2. To encourage, foster and conduct programs designed to increase the number of cancer clinical trials in Florida.
3. To encourage, foster and conduct programs designed to increase the accrual rates to cancer clinical trials in Florida.
4. To encourage, foster and conduct programs designed to increase awareness and promote the benefit of cancer clinical trials among medical professionals, cancer patients and others who experience the impact of cancer.
5. To promote collaborations among institutions and providers involved in the treatment of cancer patients and entities involved in clinical trials.
6. To encourage, foster and conduct programs designed to enhance cancer research, including clinical trials in Florida.
7. To solicit and accept contributions of money and property, and to use and administer such monies or property for the furtherance of the corporation's purposes.
8. To solicit and accept public support and to use and administer such support for the furtherance of the corporation's purposes.
9. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objectives for which this corporation is formed; and, in general, to have all

rights, privileges and immunities, and enjoy all the benefits of the laws of the state of Florida applicable to corporations of this character, including, but not limited to the powers described in Section 501(c)(3) of the Internal Revenue Code, and applicable to the other limitations provided in these Articles of Incorporation.

#### ARTICLE IV PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the directors or officers of the corporation, or to any other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to the corporation and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the corporation's purposes as set forth herein. All of the net earnings and assets of the corporation shall be expended for the purposes stated in Section 501(c)(3).

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.

In the event that, and for so long as, the corporation is characterized as a private foundation within the meaning of Section 509(a), the corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) or prohibited under Section 617.0835 of the Florida Statutes.

#### ARTICLE V MEMBERSHIP

The Non-profit corporation shall have no members.

ARTICLE VI  
BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its board of directors, subject to any limitation set forth in these articles of incorporation. The members of the board of directors serving the corporation from time to time shall annually elect succeeding members of the board of directors. The board of directors must consist of at least three but not more than thirteen individuals. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws, but the corporation must never have fewer than three directors. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws. A director may be removed from office pursuant to procedures provided in the bylaws.

ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 1200 South Pine Island road, Plantation, Florida 33324. The name of the corporation's initial registered agent at that address is CT Corporation System.

ARTICLE VIII  
DISSOLUTION

Dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office. At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State for filing articles of dissolution setting forth the information described in Section 617.1403, Florida Statutes, as amended from time to time. A plan of distribution of assets, authenticated by an officer of the corporation and containing the officer's certificate of compliance with the requirements of law must be filed with the Department of State, and must provide the following:

(a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions be made therefor;

(b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

(d) Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to one or more organizations organized and operated exclusively for charitable purposes, which shall, at the time, qualify as exempt organizations under section 501(c)(3).

ARTICLE IX  
COMMENCEMENT OF EXISTENCE AND DURATION

The existence of the corporation shall commence on the date of filing of these Articles of Incorporation, and it shall exist perpetually.

ARTICLE X  
AMENDMENTS

These articles of incorporation may be amended by adoption of an amendment at a meeting of the board of directors by a majority vote of the directors then in office.

ARTICLE XI  
INCORPORATOR

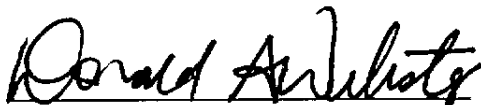
The name of the Incorporator is Donald A. Webster. The address of the Incorporator appears below the Incorporator's signature at the end of these Articles of Incorporation.

ARTICLE XII  
INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned persons constituting the Incorporators of the corporation have executed these Articles of Incorporation for the purpose of forming FLORIDA CANCER CLINICAL TRIALS COOPERATIVE, Inc.

Dated: 12-15, 2003.

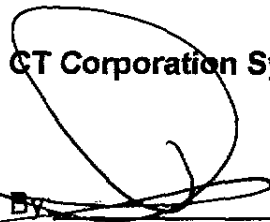


Donald A. Webster, CEO  
American Cancer Society,  
Florida Division, Inc.  
3709 W. Jetton Ave.  
Tampa, FL 33629

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for Florida Cancer Clinical Trials Cooperative, Inc. 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.

**CT Corporation System**

By:  **PETER E. SOUZA**

Its: **ASSISTANT SECRETARY**

Signature/Registered Agent

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