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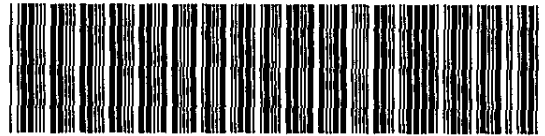
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de la Parte & Gilbert, P.A.

ATTORNEYS AT LAW

Vivian Arenas
David M. Caldevilla
Ronald A. Christaldi
Edward P. de la Parte, Jr.
L. David de la Parte
David D. Dickey
Charles R. Fletcher
Richard A. Gilbert

Heather M. Lammers
Meredith D. Lukoff
Daniel J. McBreen
Patrick J. McNamara
Nicolas O. Porter
Kelly A. Zarzycki

Louis A. de la Parte, Jr.
Founder (Retired)

March 31, 2006

Via Federal Express Airbill No. 790377424873

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399-0250

Re: Articles of Incorporation of Miles for Moffitt, Inc.

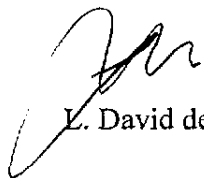
Dear Sir or Madam:

Enclosed is the Articles of Incorporation of Miles for Moffitt, Inc. along with de la Parte & Gilbert, P.A.'s Check No. 4714 in the amount of \$78.75 as payment for the filing fee.

Thank you in advance for your time and cooperation. Please do not hesitate to call me if you have any questions or require further information.

Sincerely,

de la PARTE & GILBERT, P.A.



L. David de la Parte

LDD/lcs
Enclosures
181465/005001-1

ARTICLES OF INCORPORATION
OF
MILES FOR MOFFITT, INC.

Pursuant to Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, the undersigned incorporators, being of full age, for the purpose of forming a not-for-profit corporation without capital stock, do hereby accept all of the rights, privileges, benefits and obligation conferred and imposed by said law and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation shall be "Miles for Moffitt, Inc."

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the initial principal office of this Corporation shall be located in the County of Hillsborough at 505 South Riverhills Drive, Temple Terrace, Florida 33617.

ARTICLE III
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE IV
CORPORATE PURPOSES

This Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, as set forth in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law (the "Internal Revenue Code")), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Code to promote and support, directly or indirectly, by donation, loan or otherwise, the treatment, education and research at the H. Lee Moffitt Cancer Center and Research Institute, Inc. or at other organizations, facilities, properties or corporations whose activities are limited to charitable, scientific or educational purposes that are within the meaning of Section 501(c)(3) of the Internal Revenue Code, and, in furtherance of these purposes, the Corporation shall:

1. Govern and operate the Corporation through regular meetings of the Board, to establish

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programs, hold events and develop resources to raise and secure funds and charitable contributions from individuals, foundations, partnerships, associations, governmental bodies or public or private corporations; and

2. Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which:

A. No part of its earnings shall inure to the benefit of, or be distributable to any member, director, officer or other individual except in the form of reasonable compensation for services rendered to the Corporation which are unrelated to Board duties; and

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 and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation: (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; and (ii) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

ARTICLE V INITIAL REGISTERED AGENT

The initial registered agent of this Corporation shall be: L. David de la Parte. The street address of the initial registered agent of this Corporation shall be: de la Parte & Gilbert, P.A., 101 East Kennedy Boulevard, Suite 3400, Tampa, Florida 33602.

ARTICLE VI INCORPORATORS

The names and street addressed of the incorporators are:

Name:

Address:

Karen Dalton

505 South Riverhills Drive
Temple Terrace, Florida 33617

Richard C. McCrea, Jr.

201 East Kennedy Boulevard, Suite 800
Tampa, Florida 33602

ARTICLE VII
BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors, which shall consist of not less than three (3) Directors. The method of election of Directors shall be stated in the Bylaws.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be comprised of the incorporators as set forth in Article VI, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the earlier of: (i) the Corporation's organizational meeting; (ii) his or her resignation or removal from office; or (iii) death.

ARTICLE IX
VOTING

The method of voting on corporate matters shall be as set forth in the Bylaws.

ARTICLE X
INDEMNIFICATION

The Corporation may indemnify the incorporators, any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code as its Directors shall determine, or such assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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 XII
AMENDMENT

These Articles may be adopted, altered, amended or repealed only by a unanimous vote of the Directors present at a regular or special meeting of the Board at which a quorum is present, or by all Directors signing a written statement manifesting their intention that these Articles be adopted, altered, amended or repealed, provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to these Articles, shall be furnished in writing to each Director, at least five (5) days prior to the meeting at which such alteration shall be voted upon.

IN WITNESS WHEREOF, the incorporators executed these Articles of Incorporation on this 30 day of March, 2006.



Karen Dalton, INCORPORATOR

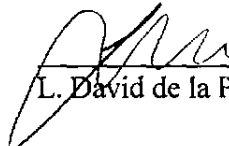


Richard C. McCrea, Jr., INCORPORATOR

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



L. David de la Parte, Registered Agent

3/31/06

Date