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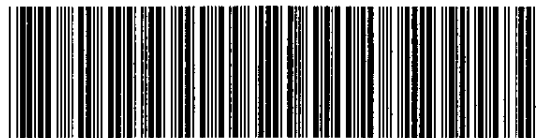
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2008 JAN 24 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ELLIOT F. HOCHMAN  
Attorney at Law and  
Certified Public Accountant  
**BOARD CERTIFIED**  
TRUSTS, WILLS & ESTATES LAW

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PALM BEACH GARDENS, FLORIDA 33410  
TELEPHONE (561) 624-2110  
FACSIMILE (561) 624-2425

GARY BROOKMYER  
DANIEL J. PROBST

January 23, 2008

**Via Federal Express**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Global Cure Foundation, Inc.

Ladies and Gentlemen:

Enclosed are the Articles of Incorporation for Global Cure Foundation, Inc., to be filed with the Florida Department of State along with a copy to be certified and returned to us. Also enclosed is our check in the amount of \$78.75 to cover the filing fee, registered agent designation fee, and certified copy fee.

If you have any questions pertaining to this document, please don't hesitate to contact us. Thank you for your assistance.

Sincerely,



Maryann S. Peterson  
Secretary to Elliot F. Hochman

Enclosure

**ARTICLES OF INCORPORATION  
OF  
GLOBAL CURE FOUNDATION, INC.  
A Florida Not-For-Profit Corporation**

**FILED**  
2008 JAN 24 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is GLOBAL CURE FOUNDATION, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

725 North Highway A1A, Suite E-201  
Jupiter, FL 33477

**ARTICLE III  
DURATION**

The term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE IV  
PURPOSE**

(A) The Corporation is organized exclusively for the following purposes: religious, charitable, scientific, literary, educational purposes, or for the prevention of cruelty to children or animals, as specified in Subsections 501(c)(3) and 2055 (a)(2) of the Internal Revenue Code of 1986.

(B) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(C) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of (or in opposition to) any candidate for public office.

(D) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(E) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsections 501(c)(3) and 2055(a)(2) of the Internal Revenue Code of 1986, as amended.

(F) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE V** **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey S. Cording	15356 Alexander Run Jupiter, FL 33478
Michael J. Russo	19112 Dawnwood Court Jupiter, FL 33458
Edward D. Klapp	105 Via Catalunha Jupiter, FL 33458

Any action required or permitted to be taken by the board of Directors 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 Directors. 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 Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE VI**

#### **REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 725 North Highway A1A, Suite E-201, Jupiter, FL 33477, and the name of its initial registered agent at that address is Michael J. Russo.

#### **ARTICLE VII**

#### **MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members and shall be considered a non-membership organization.

#### **ARTICLE VIII**

#### **CONTROL OF CORPORATION**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

#### **ARTICLE IX**

#### **NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and therefore, certificates of shares of stock in the Corporation shall not be issued.

#### **ARTICLE X**

#### **BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one percent (51%) of the Board of Directors.

**ARTICLE XI**  
**AMENDMENTS**

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one percent (51%) of its Directors, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

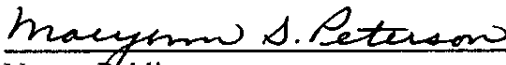
<u>Name</u>	<u>Address</u>
Michael J. Russo	19112 Dawnwood Court Jupiter, FL 33458

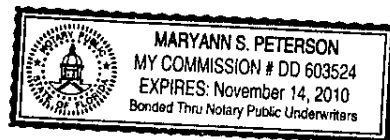
IN WITNESS WHEREOF, I have subscribed my name this 22 of January, 2008.

  
\_\_\_\_\_  
Michael J. Russo, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of January, 2008, by Michael J. Russo, ~~who is personally known to me or~~ has produced DRIVER LICENSE as identification and did/did not take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

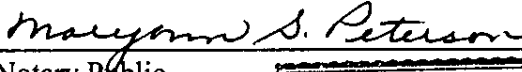
GLOBAL CURE FOUNDATION, INC., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 725 North Highway A1A, Suite E-201, Palm Beach County, Jupiter, FL 33477, has named Michael J. Russo located at 19112 Dawnwood Court, Palm Beach County, Jupiter, FL 33458, as its agent to accept service of process within Florida.

DATE: January 22, 2008

  
\_\_\_\_\_  
Michael J. Russo, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of January, 2008, by Michael J. Russo, ~~who is personally known to me~~ or has produced DRIVER LICENSE as identification and did/did not take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires



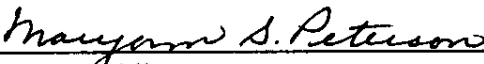
Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: January 22, 2008.

  
\_\_\_\_\_  
Michael J. Russo, Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of January, 2008, by Michael J. Russo, ~~who is personally known to me~~ or has produced DRIVER LICENSE as identification and did/did not take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires

