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DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

Alexia "The Princess Warrior" Foundation, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ALEXIA "THE PRINCESS WARRIOR" FOUNDATION, INC.**
(A Not for Profit Corporation Organized
Under Chapter 617, Florida Statutes)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of this corporation shall be ALEXIA "THE PRINCESS WARRIOR" FOUNDATION, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 520 Brickell Key Drive, Suite 1711, Miami, Florida 33131.

Article III
PURPOSE

This Corporation is a not-for-profit corporation that is organized and shall be operated not for pecuniary profit but exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), including, but not limited to:

- (i) Supporting a broad array of actions and initiatives related to childhood cancer with a greater focus on leukemia;
- (ii) Improving the quality of treatment and life for children with cancer and their families;
- (iii) Supporting efforts by the medical field to improve treatment options and, ultimately, find a cure for cancer in children;
- (iv) Carrying out fundraising efforts to finance the actions and initiatives of the Corporation;
- (v) Interacting with hospitals, research organizations, doctors and scientists to identify areas where the Corporation can have the greatest impact; and
- (vi) Raising awareness among the medical, pharmaceutical, political and social communities of the importance of investing in further research on childhood cancer.

Article IV
MEMBERSHIP

The Corporation shall have such members (collectively, the "Members") as are determined by the Corporation's Board of Directors (the "Board"). The current list of the Members of the Corporation, as determined by the Board, from time to time, shall be kept and maintained in the Corporation's books and records.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1111 Brickell Avenue, Suite 2500, Miami, FL 33131 and the name of the Corporation's initial registered agent at that address is John F. Haley.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by the Board. The number of directors comprising the Board shall not be less than three (3). The number of directors may be increased or decreased, from time to time, in accordance with the by-laws of the Corporation (the "By-Laws"), but shall never be less than three (3). The manner of election of members of the Board shall be regulated by the By-laws.

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

John F. Haley
c/o Hunton and Williams, LLP
1111 Brickell Avenue, Suite 2500
Miami, Florida 33131

Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to the Pediatric Blood and Marrow Transplantation Unit of the Duke Comprehensive Cancer Center of Duke Hospital, or, if the Pediatric Blood and Marrow Transplantation Unit of the Duke Comprehensive Cancer Center of Duke Hospital is no longer in existence or is not

exempt from federal income tax under Section 501(c)(3) of the Code, then to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 28th day of April, 2008.



John F. Haley
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

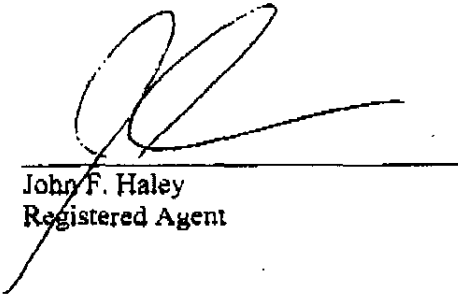
WITNESSETH:

That, Alexia "The Princess Warrior" Foundation, Inc., desiring to organize under the laws of the State of Florida, has named John F. Haley, located at 1111 Brickell Avenue, Suite 2500, Miami, FL 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 28th day of April, 2008.



John F. Haley
Registered Agent

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