

09/30/2008

FAX 215-977-9386

M. BURR KEIM COMPANY

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

AFRICA SURGICAL ASSISTANCE PROJECT, INC.

EP 10/1/08

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ARTICLES OF INCORPORATION

OF

AFRICA SURGICAL ASSISTANCE PROJECT, INC.

The undersigned, acting as the incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

AFRICA SURGICAL ASSISTANCE PROJECT, INC.

2. The period of the duration of this corporation is perpetual.

3. The purpose for which the corporation is organized are:

To provide surgical services in African Nations.

The corporation is organized exclusively for charitable, literary, scientific, religious and educational purposes provided for under Section 501 (c) (3) of the Internal Revenue Code of 1986 and does not contemplate pecuniary gain or profit, incidental or otherwise

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 its purposes.

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 preparation or distribution of statements) any political campaign on behalf of any candidate for public office. 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

4. The corporation shall have no members.

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5. The street address of the initial registered office of the corporation is 1400 NE Miami Gardens Drive, Suite 203, North Miami Beach, FL 33179 and the name of its registered agent at such address is Kevin P. Stewart, M.D.

6. The principal place of business and the mailing address of this corporation is 1400 NE Miami Gardens Drive, Suite 203, North Miami Beach, FL 33179.

7. The number of directors constituting the initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Kevin P. Stewart, M.D.	1400 NE Miami Gardens Drive Suite 203 North Miami Beach, FL 33179
Jesse Pelletier	1500 Bay Road, Apt. 1164 Miami Beach, FL 33139
John Capriotti	1400 NE Miami Gardens Drive Suite 203 North Miami Beach, FL 33179

8. The method of election of the directors shall be as set forth in the bylaws.

9. This corporation is organized under a nonstock basis.

10. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose.

11. The name and street address of each incorporator

NAME	ADDRESS
Kevin P. Stewart, M.D.	1400 NE Miami Gardens Drive Suite 203 North Miami Beach, FL 33179

Dated the 30th day of September, 2008.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporator:


Kevin P. Stewart, M.D.

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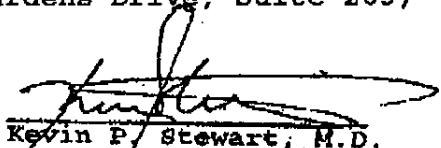
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is AFRICA SURGICAL ASSISTANCE PROJECT, INC.

2. The name and address of the registered agent and office is

Kevin P. Stewart, M.D., 1400 NE Miami Gardens Drive, Suite 203, North Miami Beach, FL 33179

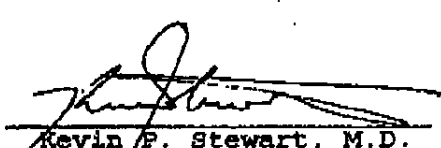
Signature: 
Kevin P. Stewart, M.D.

Title: Incorporator

Date: September 30, 2008

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: 9-30-08


Kevin P. Stewart, M.D.
Registered Agent

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