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09 OCT 12 PM 2:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

14

LAW OFFICES OF
D. PEARSON BEARDSLEY, P.C.
222 CAMDEN ROAD
ATLANTA, GA 30309
www.dpblegal.com

D. PEARSON BEARDSLEY†
ATTORNEY AT LAW

†Admitted to practice in GA, FL & NY

(404) 558-7646
Fax: (404) 592-8861
E-mail: pbeardsley@dpblegal.com

October 9, 2009

By FedEx

Lora T. Rowe
Timothy D. Padgett, P.A.
2878 Remington Green Circle
Tallahassee, Florida 32308

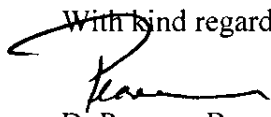
Re: Global Research Association for Cancer Education, Inc. (the "GRACE")

Dear Lora,

Thanks for helping me out with this filing. Enclosed is the packet with the Articles of Incorporation for GRACE to be delivered to the Florida Department of State ("DOS") Monday. Please have the courier delivering the package wait in the DOS offices for the Articles to be filed, and return to your office with one of the Certified enclosed copies, which can be scanned, emailed or faxed back to me.

Of course, if you have any questions do not hesitate to give me a call. Thank you very much for your assistance.

With kind regards,


D. Pearson Beardsley

Enclosures

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October 12, 2009

BY HAND DELIVERY

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Phone: (850) 245-6052

Re: Global Research Association for Cancer Education, Inc. (the "Corporation")

Dear Ladies & Gentlemen:

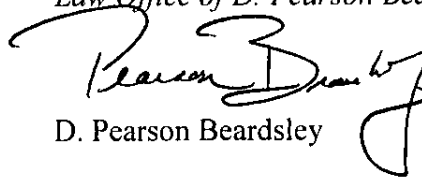
In accordance with the provisions of Sections 617.01201 and 617.0122 of the FLORIDA NOT FOR PROFIT CORPORATION ACT, enclosed please find the following documents pertaining to the Corporation:

- (1) A firm check in the amount of \$78.75 as payment for the related statutory filing fees for the enclosed Articles of Incorporation; and
- (2) One (1) original and two (2) copies of Articles of Incorporation to be filed on behalf of the Corporation.

Once filed, please provide a *Certified Copy* of the filed Articles of Incorporation to the courier who will wait in your office for the same. If there is any reason why these Articles of Incorporation can not be filed, or if you need any additional information, please do not hesitate to call me at (404) 558-7646.

Thank you for your assistance.

Sincerely,
Law Office of D. Pearson Beardsley, P.C.


D. Pearson Beardsley

Enclosures

ARTICLES OF INCORPORATION

OF

GLOBAL RESEARCH ASSOCIATION FOR CANCER EDUCATION, INC.

FILED

09 OCT 12 PM 2:30

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida Not for Profit Corporation Act, hereby adopts and submits the following Articles of Incorporation (the "Articles") pursuant to Sections 617.02011 and 617.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of the Corporation is GLOBAL RESEARCH ASSOCIATION FOR CANCER EDUCATION, INC. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is: c/o International Conference Services Ltd, 2101 – 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2K3.

ARTICLE III

PURPOSE

The purpose of the Corporation is to foster education, research and innovation in the field of medical research on a global level, and to provide an opportunity for mutual learning and knowledge transfer between institutes, individuals and related industry. The Corporation is organized exclusively for the purpose of acquiring and administering funds and property which, after the payment of necessary expenses, shall be devoted to charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as may be determined from time to time by the Board of Directors. The preceding sentence shall not be construed to require the Board of Directors to distribute the principal or corpus held by the Corporation.

ARTICLE IV

DIRECTORS

Directors of the Corporation shall be elected in the manner prescribed in the Corporation's Bylaws. The Corporation shall be conducted exclusively by and under the Board of Directors, as set forth in the Bylaws of the Corporation.

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the Corporation is as follows: NRAI Services, Inc., 2743 Executive Park Drive, Suite 4, Weston, Florida, 33331.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator are D. Pearson Beardsley, 1827 Powers Ferry Road, SE, Building 6, Suite 302, Atlanta, Georgia 30339.

ARTICLES VII

POWERS

Except as otherwise provided in these Articles or in the Bylaws of the Corporation, the Corporation shall have the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives enumerated in these Articles or any amendment hereof, necessary or incidental to the protection and benefit of this Corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment, or furtherance of the purposes and objectives of this Corporation.

The Corporation shall have power to receive and accept donations, in money or in property, either without restriction or restricted to such purposes as the donor may provide; provided, however, such purpose is within the purpose of this Corporation, and any such restricted donations shall be used for the purposes to which restricted.

ARTICLE VIII

LIMITATIONS

The Corporation is not organized and shall not be operated for profit or pecuniary gain. Notwithstanding any other provisions contained in these Articles, 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 the purposes set forth in Article III hereof. The Corporation shall not, except as an insubstantial part of its activities, attempt to influence legislation by propaganda or otherwise and shall not participate or intervene in any political campaign on behalf of 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 an organization exempt from Federal income tax under Code Section 501(c)(3). During years in which the corporation constitutes a "private foundation" as defined in Code Section 509(a), the corporation must distribute its income for each taxable year at such time and in such manner as not to subject the corporation to

tax under Code Section 4942, and the Corporation shall be prohibited from all of the following: (a) engaging in any act of "self-dealing" (as defined in Code Section 4941(d)); (b) retaining any "excess business holdings" (as defined in Code Section 4943(c)); (c) making any investments in such manner as to subject the corporation to tax under Code Section 4944, and (d) making any taxable expenditures (as defined in Code Section 4945(d)).

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under Code Section 501(c)(3), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of Broward County, State of Florida, exclusively for exempt charitable, educational or scientific purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERS

The Corporation shall not have members.

ARTICLE X

INDEMNIFICATION; INSURANCE

(a) To the fullest extent permitted under applicable law, neither Directors, advisory trustees, nor officers of the Corporation shall be liable for any debts or obligations of the Corporation, and creditors shall look only to the assets of the Corporation for satisfaction of any debts or obligations of the Corporation.

(b) To the fullest extent permitted by applicable law, the Corporation shall indemnify any Director, advisory trustee or officer, and may indemnify any employee or agent, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative.

(c) Expenses incurred in defending a civil or criminal action, suit, or proceeding may, to the fullest extent permitted by law, be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of (i) a written affirmation of the Director, officer, employee, agent, advisory trustee of his/her good faith belief that he/she has met the standard of conduct set forth herein or that the proceeding involves conduct for which liability has been eliminated and (ii) a written undertaking by or on behalf of the Director, officer, employee, agent, advisory trustee to repay such amount if it is ultimately determined that such person is not entitled to indemnification.

(d) The indemnification provided by this Article shall not be deemed exclusive of any other rights, in respect of the indemnification or otherwise, to which those seeking indemnification may be entitled under any Bylaw or resolution approved by the affirmative vote of the Board members taken at a meeting the notice of which specified that such Bylaw or

resolution would be placed before the Board members, both as to action by a Director, officer, employee, agent, advisory trustee, or Participant in his/her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a Director, officer, employee, agent, advisory trustee, or Participant and shall inure to the benefit of the heirs, executors, and administrators of such a person. The indemnification provided by this Article shall be considered a contract right of the covered person.

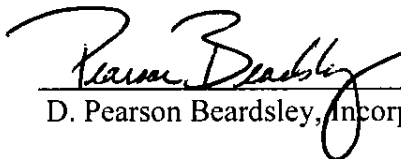
(e) The Corporation and its officers shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent, advisory trustee, or Participant of the Corporation, or is or was serving at the request of the Corporation as a Board member, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE XI

AMENDMENTS

This Corporation may amend, alter or repeal any provision of the Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles as of the 8th day of October, 2009.


D. Pearson Beardsley, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, GLOBAL RESEARCH ASSOCIATION FOR CANCER EDUCATION, INC., a not for profit corporation organized under the laws of the State of Florida, submits the following statements in designating its registered office/registered agent in the State of Florida:

1. The name of the corporation is GLOBAL RESEARCH ASSOCIATION FOR CANCER EDUCATION, INC.

2. The name and address of the registered agent and office are NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, FL 33331.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, NRAI SERVICES, INC. HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. NRAI, SERVICES, INC. FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE POSITION OF REGISTERED AGENT.

NRAI Services, Inc., as registered agent

By: Matt Thompson

Name: Matt Thompson

Title: Assistant Secretary

Date: October 08th, 2009

09 OCT 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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