

2011/JAN/11/TUE

KATZ BASKIES

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Cure Focus Research Alliance, Inc.

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**ARTICLES OF INCORPORATION OF
CURE FOCUS RESEARCH ALLIANCE, INC.
(A Not-For-Profit Corporation)**

The undersigned, acting as Incorporator of CURE FOCUS RESEARCH ALLIANCE, INC., a corporation organized under the Florida Not-For-Profit Corporation Act, hereby adopts the following as Articles of Incorporation ("Articles of Incorporation") for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be CURE FOCUS RESEARCH ALLIANCE, INC. The initial principal office shall be 3734 Matheson Avenue, Miami, Florida 33133.

ARTICLE II

PURPOSE

The Corporation is organized and shall be operated as a collegial association of scientists, physicians, surgeons, and other professionals or committed individuals who share the vision and objective to develop effective strategies for the prevention, treatment, cure and eventual eradication of human disease conditions, and to do so in the fastest, most efficient and safest way possible. The Corporation shall promote its goal by furthering catalyzing and collaborative research and translational clinical work, including but not limited to, the development and effective application of initiatives and technology aimed at the elimination of geographical barriers to collaborative scientific and research efforts. The Corporation shall promote strategies to alleviate and resolve the challenges imposed by institutional, regulatory, political and philosophical barriers to collaborative translational research efforts towards achievement of the Corporation's primary goal. The Corporation will participate and assist in the selection and coordination of the most appropriate, timely and cost-effective strategies for cure-focused research, from pipeline, translational, pre-clinical and pilot

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clinical research efforts, to validation and registration trials to bring the novel therapeutic or preventive strategies to the patients who could benefit from them.

In furtherance of its corporate purpose, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE III

LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation, and reasonable reimbursements and compensation may be paid for services rendered to or for the Corporation affecting its purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, carry on any activity not permitted to be carried on by a not-for-profit corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or carry on any activity not permitted to be carried on by a non-for-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Florida law.

ARTICLE IVINCORPORATOR

The name of the Incorporator of this Corporation is Thomas O. Katz, and the address of said Incorporator is 2255 Glades Road, Suite 240W, Boca Raton, FL 33431.

ARTICLE VBOARD OF DIRECTORS

A. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation.

B. The number of persons constituting the initial Board of Directors shall be three (3). The number of Directors shall be determined as provided in the Bylaws of the Corporation.

ARTICLE VIIBYLAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation consistent with Florida law or the Articles of Incorporation.

ARTICLE VIIIDISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board shall perform all necessary acts required by Florida law. All of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such exempt organization or

organizations under Section 501(c)(3) of the Code as the Board shall determine. In no event shall any of such assets or property be distributed to any Director, Officer or other private individual.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The name and street address of the registered office of the Corporation is Thomas O. Katz, 2255 Glades Road, Suite 240W, Boca Raton, Florida 33431.

ARTICLE X

MISCELLANEOUS

The Corporation shall have perpetual existence. The Corporation shall issue no shares of stock and shall have no shareholders.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 10th day of January, 2011.


Thomas O. Katz, Incorporator

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KATZ BASKIES

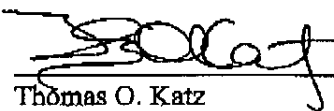
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Thomas O. Katz, hereby accept the appointment as the registered agent of CURE FOCUS
RESEARCH ALLIANCE, INC., as made in the foregoing Articles of Incorporation.



Thomas O. Katz

Dated: January 10, 2011

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