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COR AMND/RESTATE/CORRECT OR O/D RESIGN
GLOBAL CANCER RESEARCH FOUNDATION, INC.

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TALLAHASSEE FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

GLOBAL CANCER RESEARCH FOUNDATION, INC.

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the provisions of Chapter 617 of the Florida Statutes and the existing Articles of Incorporation supersede the existing Articles of Incorporation filed with the Secretary of State on May 10, 2011.

Be it resolved that the Articles of Incorporation of Global Cancer Research Foundation, Inc., are hereby amended to read as follows:

ARTICLE I - Name

The name of the corporation is: GLOBAL CANCER RESEARCH FOUNDATION, INC.

ARTICLE II - Principal Place of Address

The principal place of business and the mailing address of the corporation is: 449 SW 28th Street, Gainesville, Florida 32608-3139.

ARTICLE III - Purpose

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or corresponding provisions of any future federal tax code and to contribute to the advancement of cancer research. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Code.

ARTICLE IV - Manner of election of directors

The manner in which the directors are elected or appointed is as set forth in the

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Bylaws of the corporation.

ARTICLE V - Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI - Registered Agent

The name and address of the initial registered agent is: Rebecca F. Emmons, Esq., 3355 Ocean Drive, Vero Beach, Florida 32963.

ARTICLE VII - Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - Miscellaneous

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 of the corporation. 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 publishing or distribution of statements) 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 other 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.

No officer or director of the corporation shall be personally liable to the corporation for

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monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE IX - Effective Date

These Amended and Restated Articles of Incorporation shall be effective as of the 28th day of July 2012.

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(FAX)7723353822

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ARTICLE X - Adoption of Amendment

There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors on July 26, 2012.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of July 2012.

GLOBAL CANCER RESEARCH FOUNDATION, INC.

By: Nate Weinstein
Nate Weinstein, Chairman
By: Megan Weinstein
Megan Weinstein, Vice - Chairman

STATE OF FLORIDA
COUNTY OF Dade



The foregoing instrument was acknowledged before me this 26 day of July, 2012, by Nate Weinstein, as the Incorporator of Global Cancer Research Foundation, Inc., who is personally known to me or who showed Driver's License as identification.

Jennifer Kietzman
Notary Public

STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 26 day of July, 2012, by Megan Weinstein, as the Incorporator of Global Cancer Research Foundation, Inc., who is personally known to me or who showed Driver's License as identification.



Jennifer Kietzman
Notary Public

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

Rebecca F. Emmons, Esq. is an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

Rebecca F. Emmons, Esq. is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0503 of the Florida Statutes.

Rebecca F. Emmons
Rebecca F. Emmons, Esq.

July 26, 2012
Date

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