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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.  
777 SOUTH FLAGLER DRIVE, SUITE 900E  
WEST PALM BEACH, FL 33401  
SEAN F. SMYTH  
PHONE: (407) 659-5990  
FAX: (407) 659-6313

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NAME: MITOCHONDRIAL SUPPORT GROUP OF FLORIDA, INC.  
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ARTICLES OF INCORPORATION OF  
MITOCHONDRIAL SUPPORT GROUP OF FLORIDA, INC.

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is MITOCHONDRIAL SUPPORT GROUP OF FLORIDA, INC. ("Corporation"). The principal and mailing address of the Corporation is 5022 Michigan Avenue, West Palm Beach, Florida 33418.

ARTICLE II. PURPOSES

The Corporation is organized as a not for profit corporation exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

ARTICLE III. POWERS

The Corporation shall possess and may exercise all of the powers and privileges conferred on a not for profit corporation under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-laws.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) and Section 170(c)(2) of the Code and

Russell T. Kamradt, Esq.  
Fla. Bar No. 0282153  
Akerman, Senterfitt & Eldson, P.A.  
777 South Flagler Drive - Suite 900 East  
West Palm Beach, Florida 33401  
(407) 659-5980

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specified in Section 3 below. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) and Section 170(c)(2), and a "public charity" under Section 509(a)(1) or (2) of the Code, as the members of the Corporation may, in their sole discretion, determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable, educational, religious or scientific purposes, as said court shall determine.

#### ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI. MEMBERSHIP

The members shall be selected and removed and shall have such rights, privileges, powers and duties as provided in the By-laws of the Corporation as amended from time to time.

#### ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the responsibilities of the Board of Directors. The Directors of the Corporation shall be elected for terms and in the manner provided in the By-laws from time to time.

Section 3. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the business of the Corporation.

Section 4. As of the Effective Date, the names of the members of the Board of Directors who shall hold office until their successors are elected and have qualified as provided in the By-

laws of the Corporation then in existence, or until resignation or removal, are as follows:

Dana Glass	5022 Michigan Avenue West Palm Beach, FL 33415
Luis E. Bello, M.D.	St. Mary's Campus Office 5206 Greenwood Avenue Suite 200 West Palm Beach, FL 33407
Teresa L. Walls, M.D.	5325 Greenwood Avenue Suite 301 West Palm Beach, FL 33407
Candy Lampropoulos	Child Development Center 5325 Greenwood Avenue Suite 201 West Palm Beach, FL 33407
Deth Mensinger	14232 Citrus Grove Boulevard Loxahatchee, FL 33470
Russell T. Kamradt, Esq.	777 S. Flagler Drive, Suite 900E West Palm Beach, FL 33401
Esale Tarr	South County Mental Center 16158 South Military Trail Suite 201 West Palm Beach, FL 33407

Section 5. The number of Directors of the Corporation shall be not less than three (3) nor more than fifteen (15). The number may be changed from time to time as provided in the By-laws.

Section 6. Directors shall be elected, removed and hold office as provided in the By-laws.

#### ARTICLE VIII. OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents including, without limitation, one or more Vice-Presidents, all as provided in the By-laws of the Corporation.

Section 2. The officers shall be elected, hold office and removed as provided in the By-laws.

Section 3. The officers shall have such powers and responsibilities as provided in the By-laws of the Corporation.

#### ARTICLE IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Terms used in this Article XII shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding, including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (1) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (2) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (C) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article IX and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 007.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article IX or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article IX.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article IX shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the

applicable standard of conduct set forth in this Article IX. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
  - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
  - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

**Section 6.** Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX.

**Section 7.** Indemnification and/or advancement of expenses as provided in this Article IX shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 8.** If any part of this Article IX shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

ARTICLE X. REGISTERED OFFICE AND AGENT.

Section 1. The street address of the Registered Office of this Corporation is Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

Section 2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is Russell T. Kamradt, Esquire.

ARTICLE XI. AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal By-laws for the Corporation shall be vested only in the members, as more specifically provided in the By-laws.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

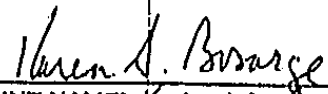
The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the members, as more specifically provided in the By-laws.

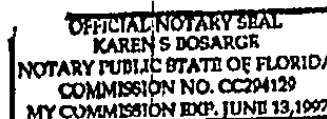
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of April, 1996.

  
Russell T. Kamradt, Esquire

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 30 day of April, 1996, by Russell T. Kamradt who is personally known to me and who did (did not) take an oath.

  
[PRINT NAME] KAREN S. BOSARGE  
Notary Public  
Commission No. CC 294129  
My Commission Expires:





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**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

MITOCHONDRIAL SUPPORT GROUP OF FLORIDA, INC. as a corporation under the laws of the State of Florida has designated Phillips Point - East Tower, 777 South Flagler Drive Suite 900, West Palm Beach, Florida 33401 as its Registered Office and has named Russell T. Kamradt, Esquire located at said address as its Registered Agent.

By:   
Russell T. Kamradt, Esquire  
Incorporator

Having been named Registered Agent for the above-referenced Corporation at the above-designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, as amended from time to time, relative to keeping open said office.

  
Russell T. Kamradt, Esquire  
Registered Agent

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