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*Also admitted in South Carolina
†Also admitted in Nebraska and Kansas

September 24, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001959032
-09/27/96--01044--007
*****70.00 *****70.00

Re: Joel and Harriet Roth/Articles of Incorporation

Dear Florida Department of State:

Enclosed please find the Articles of Incorporation for filing. I have also enclosed a check in the amount of \$70.00, plus an original and one copy of the Articles. Please stamp one of the copies - *filed copy* and return it to me in the stamped addressed envelope provided.

If you have any questions, please call.

Very truly yours,
TREADWELL, STETLER, ERICKSON,
CIMINO & McELRATH

RDC:ert
Enc.

cc: Joel and Harriet Roth

Richard D. Cimino

9/30
3 Dis - 2845
Elec 9 Dis - 626
10/10/96

Treadwell, Stetler, Erickson, Cimino & McElrath

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A partnership including professional associations

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October 7, 1996

Florida Department of State
Division of Corporations
Attn: Loria Poole
Corporate Specialist
P.O. Box 6327
Tallahassee, Florida 32314

Re: Joel and Harriet Roth/Articles of Incorporation

Dear Loria Poole:

Thank you for your letter of September 30, 1996. Per your request, the following revisions have been made to Article VIII:


1. Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors. This correction has been made.

2. Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the Articles of Incorporation. A statement making reference to the Bylaws has been inserted.

You have our check in the amount of \$70.00 for filing which was previously mailed to you. Please file the articles of incorporation as they have been amended. I have provided you with the original and one copy. Please stamp one of the copies - filed copy and return it to me in the stamped addressed envelope provided.

If you have any questions, please call.

Very truly yours,
TREADWELL, STETLER, ERICKSON,
CIMINO & McELRATH


Richard D. Cimino

RDC:ert
Enc.

cc: Joel and Harriet Roth



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1996

TREADWELL STETLER ERICKSON CIMINO
% RICHARD D CIMINO
4001 TAMiami TR. NORTH SUITE 250
NAPLES, FL 34103

SUBJECT: STEFANIE ROTH MEMORIAL CANCER FOUNDATION, INC.
Ref. Number: W96000020635

We have received your document for STEFANIE ROTH MEMORIAL CANCER FOUNDATION, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 296A00044757

ARTICLES OF INCORPORATION
OF
STEFANIE ROTH MEMORIAL CANCER FOUNDATION, INC.
(a Florida Non-Profit Corporation)

96 OCT 10 PM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I - NAME.

The name of the Corporation is STEFANIE ROTH MEMORIAL CANCER FOUNDATION, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT.

The initial principal office and initial registered office of the Corporation is at Post Office Box 12052, Naples, Florida 34101-2052 in Collier County. The registered agent at that address is JOEL ROTH 4796 Kittiwake Court, Naples, Florida 34119.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The primary purpose for which this Corporation is to function is to educate the community and general public regarding the treatment of cancer and the care and treatment of cancer victims.

The secondary purpose of the Corporation is to assist cancer victims and their families.

Said Corporation is organized exclusively for charitable, religious, educational, scientific, testing for public safety, prevention of cruelty to children or literary purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations which are described in Section 501 (c) (3) and exempt under Section 501 (a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 the purposes set forth in these Articles. 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 on (including the publishing or distribution of statements or the making of oral statements on behalf of or in

opposition to such candidate) 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 by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Upon the 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 the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or any other purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for purposes.

ARTICLE V - INCORPORATIONS

The Incorporations of the Corporation and their addresses are:

JOEL ROTH
4796 Kittiwake Court
Naples, Florida 34119

HARRIET ROTH
4796 Kittiwake Court
Naples, Florida 34119

ARTICLE IV - POWERS

The Corporation may exercise any powers, without limitation whatsoever, with a nonprofit corporation may legally exercise under the laws of the State of Florida where this Corporation is formed; however, none of the Incorporators or the Board of Directors or the members shall have any authority to issue capital stock. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, Corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, interests in, or

obligations of, individuals, associations, partnerships, Corporations, or governments;

(D) To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation; and

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes; and

(F) To aid in the development of cultural activities, including literary and educational activities in Naples, Florida and elsewhere.

ARTICLE VII - MEMBERS

Section 1. Memberships. The Corporation may designate one or more classes of members and the manner of elections or appointment and the qualifications and rights of each class shall be set forth in the Bylaws of the Corporation. The Corporation may issue certificates evidencing membership therein.

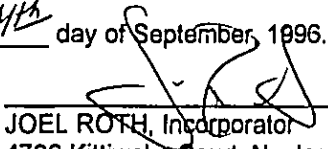
Section 2. Meeting of Members. Annual, special or regular meetings of members shall be called and conducted in the manner specified in the Bylaws of the Corporation.

Section 3. Voting rights. The right of the members, or any class or classes of members, to vote may be limited, enlarged, or denied to the extent specified in the Bylaws of the Corporation.

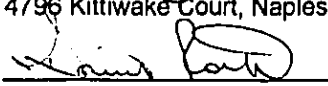
ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than ~~three~~ 3) persons. Directors need not be residents of the State of Florida or members unless the Bylaws so require. Directors shall be qualified and elected as stated in Article II of the By-Laws.

IN WITNESS WHEREOF, the undersigned has hereunto set their hands this 24th day of September, 1996.



JOEL ROTH, Incorporator
4796 Kittiwake Court, Naples, Florida 34119



HARRIET ROTH, Incorporator
4796 Kittiwake Court, Naples, Florida 34119

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24th
day of September, 1996, by JOEL ROTH.



NOTARY PUBLIC
MY COMMISSION EXPIRES:

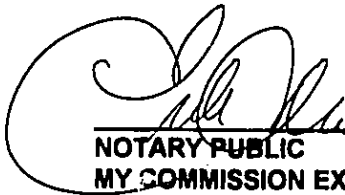


ERIKA THOMAS
My Commission OC830001
Expires Mar. 13, 2000

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 24th
day of September, 1996, by HARRIET ROTH.



NOTARY PUBLIC
MY COMMISSION EXPIRES:



ERIKA THOMAS
My Commission OC830001
Expires Mar. 13, 2000

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First - That STEFANIE ROTH MEMORIAL CANCER FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at STEFANIE ROTH MEMORIAL CANCER FOUNDATION, INC., has named JOEL ROTH, located at 4796 Kittiwake Court, Naples, Florida 34119, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOEL ROTH

The foregoing instrument was acknowledged before me this 24th day of September, 1996, by JOEL ROTH.

(SEAL)


NOTARY PUBLIC
MY COMMISSION EXPIRES:



ERRICA THOMAS
My Commission CC830091
Expires Mar. 13, 2000

FILED
96 OCT 10 PM 5:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA