

CULLEN

CULLEN MEDICAL SUPPLIES, INC.
CULLEN HOME HEALTH PHARMACY, INC.
CULLEN TRANSPORTATION, INC.
CULLEN DRUG WHOLESALE, INC.
CULLEN MANAGEMENT GROUP, INC.

N980000000496

January 21, 1998

Secretary of State
Corporation Division
Executive Towers
Tallahassee, Florida 32304

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-01/26/98-01032-003
****131.25 ****131.25

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Cullen Medical Foundation, Inc. Please file these with the appropriate authorities. I have enclosed a check to cover the filing costs and fees.

If you have any questions or should you require any further information, please contact me at the above address.

Sincerely,



William C. McCormick, Jr.
President & CEO

WCM/mal

FILED
98 JAN 26 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB-20-28

**ARTICLES OF INCORPORATION
OF
CULLEN MEDICAL FOUNDATION, INC.**

FILED
98 JAN 26 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ONE: The name and address of this principle corporation is Cullen Medical Foundation, Inc., 4500 N. Hiatus Road, Suite 203, Sunrise, Florida 33351 in Broward County. The Corporation is organized pursuant to the FLORIDA Non-profit Corporation Code.

TWO: This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. The Corporation is organized under the Non-profit Public Benefit Corporation Law, for charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency. The programs will consist of, but not be limited to: Seminars, Outreach Advocacy Programs for the Homeless and Disadvantaged, Health Care, Housing, Employment, Literacy, Counseling, Temporary Shelter, Teenage Pregnancy, Job Training, Job Placement and Acquisition, Substance Abuse Awareness and Prevention, Tutoring, AIDS Awareness, Elderly Care and other programs to aid those in need.

THREE: The duration of this Corporation shall be perpetual, no stock, and shall have no members.

FOUR: The address of the registered office is 4500 N. Hiatus Road, Suite 203, Sunrise, Florida 33025 in Broward County. The registered agent at said address is:

William C. McCormick, Jr.
William C. McCormick, Jr.
4951 N.W. 86 Terrace
Lauderhill, FL 33351

- FIVE:**
- A) This Corporation is organized and operated exclusively for Educational and Charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
 - B) Notwithstanding any other provisions of these articles the Corporation shall not carry on any other activity not permitted to carry on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SIX: The directors are elected in accordance with the By-Laws. The names and addresses of the persons appointed to act as the initial directors of this Corporation are:

NAME

ADDRESS

William C. McCormick, Jr.
President

4951 N.W. 86 Terrace
Lauderhill, FL 33351

Andrea Guy
Secretary

4500 N. Hiatus Road, Suite 203
Sunrise, FL 33351

William Barnhart
Treasurer

1561 S.W. 87 Terrace
Pembroke Pines, FL 33025

SEVEN: The property of this Corporation is irrevocably dedicated to Charitable and Educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.

EIGHT: On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts, and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for Religious purposes under Section 501(c)(3) of the Internal Revenue Code.

NINE: Executed on January 12, 1998. The name and address of the incorporator of this Corporation shall be:

William C. McCormick, Jr.

William C. McCormick, Jr.
4951 N.W. 86 Terrace
Lauderhill, FL 33351

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CULLEN MEDICAL FOUNDATION, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

WILLIAM MCCORMICK

(NAME)

4951 N.W. 86th Terrace

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

LAUDERHILL, FLA. 33351

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William McCormick

(SIGNATURE)

1-14-98

(DATE)