

N98000002197

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LAW OFFICES
OF
DOMINICK D. MILONE
COUNSELLOR AT LAW
CERTIFIED PUBLIC ACCOUNTANT

260 MONTAUK HIGHWAY, BAY SHORE, NY 11706

April 14th, 1998

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

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****131.25 ****131.25

Re: Certificate of Incorporation of
THE SIMON ROZEN FOUNDATION
FOR THE HIGHER EDUCATION
OF ONCOLOGY NURSES, INC.

Dear Sir:

I am enclosing herewith original and two copies of Articles of Incorporation for non profit corporation, to be filed in your office.

I am also enclosing my professional check #7068 in the amount of \$131.25 representing the filing fee, designation of registered agent, one certified copy and a certificate of status. Also enclosed is a self-addressed, stamped envelope provided for your convenience in returning a receipt to this office, as well as a certified copy and a certificate of status.

Thank you for your prompt attention to this matter.

Very truly yours,

Dominick D. Milone

DOMINICK D. MILONE

DDM/cc

DDM
4/17/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

Of

THE SIMON ROZEN FOUNDATION FOR THE HIGHER EDUCATION OF ONCOLOGY
NURSES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator who is a natural person of lawful age, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is:
THE SIMON ROZEN FOUNDATION FOR THE HIGHER EDUCATION OF ONCOLOGY
NURSES, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The principal place of business and mailing address shall be located at:
ADAMS BUILDING, SUITE 201, 4701 NORTH MERIDIAN AVE.,
MIAMI BEACH, FLORIDA, 33140.

ARTICLE THREE
PURPOSES

The purposes for which the corporation is organized are to promote the advancement of Nursing Education and Nursing Skills in Oncology, by providing financial assistance to qualified Registered Nurses to defray tuition, fees, and/or other appropriate costs for said nursing education in oncology: i.e. Bachelor of Science, Master of Science, Ph.D., Education for Certification, Continuing Education; and/or attendance at Seminars, Institutes or Congresses recognized by the Foundation.

This corporation is organized and operated exclusively for providing scholarship benefits, student aide, etc. to individuals within the meaning of Section 501(c)(3) of the Internal

Revenue Code of 1954.

Notwithstanding any other provision of these articles, this 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 Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

The property of this corporation is irrevocably dedicated to educational aid purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, trustee, or member of the corporation or to the benefit of any private person.

On the dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for providing scholarship benefits, student aid, etc. to individuals, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FOUR MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: Directors (who shall also be known as Trustees) shall be elected annually by a majority vote of the members. Directors shall hold office until the next annual meeting of the members, or until the election and qualification of their respective successors.

Any vacancy on the board of directors may be filled for the unexpired portion of the term, by the trustees then serving by affirmative vote of the majority thereof, although less than a quorum.

ARTICLE FIVE
REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of the corporation is:
SIMON ROZEN, M.D.

The street address of the registered office, which is also the address of the registered agent is:
ADAMS BUILDING, SUITE 201, 4701 NORTH MERIDIAN AVE.,
MIAMI BEACH, FLORIDA, 33140.

ARTICLE SIX
INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:
SIMON ROZEN, M.D.
ADAMS BUILDING
SUITE 201
4701 NORTH MERIDIAN AVE.
MIAMI BEACH, FLORIDA, 33140

ARTICLE SEVEN
DURATION

The period of duration of this nonprofit corporation is:
PERPETUAL.

ARTICLE EIGHT
AUTHORIZATION

The corporation is organized under Chapter 617, Florida Statutes (F.S.), Florida Not for Profit Corporation Act.

ARTICLE NINE
NONSTOCK CORPORATION

The corporation is nonstock, and no dividends or pecuniary profits will be declared or paid to the members of the corporation.

ARTICLE TEN
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as initial directors are as follows:

Name	Address
Dianne Aleman, RN, MSN	9910 SW 142 Street Miami, Florida 33176
Theodore Becker	177 Ocean Lane Drive, #514 Key Biscayne, Florida 33149
Martin Grossman, MD	Nichol Building, 4701 N. Meridian Ave. Suite E100 Miami Beach, Florida 33140
Dominick D. Milone, CPA, JD	260 Montauk Hwy. Bay Shore, New York 11706
Danielle Pippin, RN, MSN, OCN	5217 SW 90th Terrace Cooper City, Florida 33328
Simon Rozen, MD	Adams Building 4701 N. Meridian Ave. Suite 201 Miami Beach, Florida 33140
Astrid Sheil	10245 Collins Ave #5A Bal Harbour, Florida 33154

ARTICLE ELEVEN CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation to all papers required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business of the corporation, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of the corporation which come into his or her hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render all accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to the office of treasure, as required by the board of directors.

The board of directors may provide for the appointment of additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform additional or different duties as from time to time are imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

ARTICLE TWELVE ELECTION OF OFFICERS

The officers shall be elected by the directors, who shall first be elected by the members of the corporation.

ARTICLE THIRTEEN
MEMBERSHIP

The members of the corporation shall consist of the Incorporator, who signed this Certificate, and such other persons as the members may elect, by a vote of a majority of all of the members of the corporation, at any annual meeting or special meeting of the members for that purpose.

ARTICLE FOURTEEN
CLASSES OF MEMBERSHIP

The corporation shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote. The rights, privileges, preferences, restrictions, and conditions attaching to membership shall be as set forth in the By-Laws of the corporation.

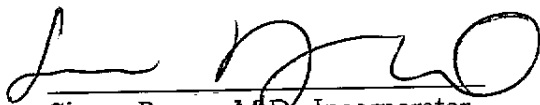
ARTICLE FIFTEEN
DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the corporation, the net assets are to be distributed as follows:

To one or more organizations which qualify under Article Three of this Certificate, by a majority vote of the members.

ARTICLE SIXTEEN
AMENDMENTS

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of member's of the corporation.

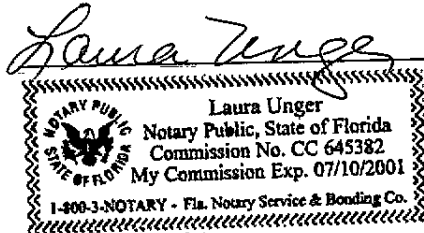

Simon Rozen, M.D., Incorporator

Date: April 10, 1998

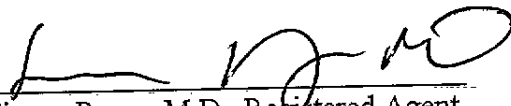
STATE OF FLORIDA)
COUNTY OF DADE)

On the 10th day of April, 1998, before me personally came SIMON ROZEN, M.D. to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same.

Sworn to before me this
10th day of April, 1998.



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.


Simon Rozen M.D., Registered Agent

Date: April 10th 1998

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TALLAHASSEE, FLORIDA