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January 13, 1999

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

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*****70.00 *****70.00

Re: By Your Side Patient Support Network, Inc.

Dear Madam or Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced Florida not-for-profit corporation, as well as our client's check in the amount of \$70.00 in payment of the statutory filing fees.

Please file the Articles of Incorporation and place your "Filed" stamp on the enclosed copy of the same. Please return the stamped copy to us by mail in the return envelope provided.

If you have any questions, please let me know. Thank you for your assistance.

Sincerely,

Katherine Russell

Katherine Russell
Legal Assistant

Enclosures
628976

FILED
99 JAN 15 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-21-99
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**ARTICLES OF INCORPORATION
OF
BY YOUR SIDE PATIENT SUPPORT NETWORK, INC.
(A CORPORATION NOT-FOR -PROFIT)**

FILED
99 JAN 15 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation hereby associate to form a Corporation not for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is **BY YOUR SIDE PATIENT SUPPORT NETWORK, INC.**, with its principal office and mailing address being 1005 West Platt Street, Suite One, Tampa, Florida 33606. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

ARTICLE II

Nature of Business

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary, or educational 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. In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE III

Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

Membership

The membership of the Corporation shall be limited to the members of the Board of Directors and shall consist initially of these persons hereinafter named as directors and such other persons as from time to time may become members as set forth in the Bylaws.

ARTICLE V

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE VI

Incorporators

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Gabrielle Duke	3301 Bayshore Boulevard, #906 Tampa, Florida 33629
Army A. Halber	1005 West Platt Street, Suite One Tampa, Florida 33606
Mercedes J. Karl	867 Seddon Cove Way Tampa, Florida 33602

ARTICLE VII

Officers

The officers of the Corporation shall be a President, Vice-President, Secretary/Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Office</u>
Mercedes J. Karl	President
Gabrielle Duke	Vice-President
Army A. Halber	Secretary/Treasurer

ARTICLE VIII

Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually. The number of directors shall be fixed as set forth in the Bylaws

of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of three (3) persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Gabrielle Duke	3301 Bayshore Boulevard, #906 Tampa, Florida 33629
Arny A. Halber	1005 West Platt Street, Suite One Tampa, Florida 33606
Mercedes J. Karl	867 Seddon Cove Way Tampa, Florida 33602

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1005 West Platt Street, Suite One, Tampa, Florida 33606, and the name of the initial registered agent at such address is **ARNY A. HALBER**.

ARTICLE X

Bylaws

The Board of Directors of the Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI

Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XII

Limitations on Actions

All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, directors, officers, or any of the private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of its activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any political candidate. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent revenue laws), or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding provisions or any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors or

officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent revenue laws), it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent revenue laws);

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent revenue laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent revenue laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent revenue laws); or

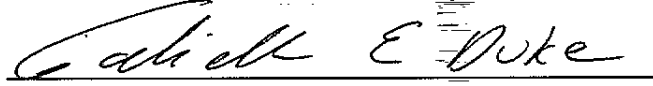
(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent revenue laws).


ARTICLE XIII

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the corresponding provisions of any prior or future law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or director of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12th day of January, 1999.


GABRIELLE DUKE



ARNY A. HALBER


MERCEDES J. KARL

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: January 12, 1999



ARNY A. HALBER

#621421 v1 - 9998-355

FILED
99 JAN 15 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA