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Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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March 29, 1999

RE: **Israel Cancer Association USA, Inc.**
NEW APPLICATION NAME
ISRAEL MEDICAL RESEARCH ASSOCIATION USA, INC.

Dear Ms. Batten:

In accordance with our telephone conversation, I enclose revised incorporation papers which I hope will be acceptable.

I also enclose copy of your correspondence and record screen.

Thank you for your assistance.

Sincerely,

Arnold J. Hoffman
Arnold J. Hoffman

Enclosure

Arnold Hoffman GIVE
AUTHORIZATION BY PHONE TO
CORRECT USA Incorporation Art.
DATE 3-31-99
DEC. EXAM CB

CB
3-31-99
6

FILED
99 MAR 31 AM 10:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 1999

ARNOLD J. HOFFMAN, ESQ.
249 ROYAL PALM WAY, STE. 403
PALM BEACH, FL 33480

SUBJECT: ISRAEL CANCER ASSOCIATION U S A , INC.
Ref. Number: W99000006304

We have received your document for ISRAEL CANCER ASSOCIATION U S A , INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

I called your office and I was told that both you and your secretary were out for the day.

Please return the original and one copy of 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 (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 799A00012594

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
~~ISRAEL/CANCER ASSOCIATION U/S A, INC./~~**

ISRAEL MEDICAL RESEARCH ASSOCIATION USA, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

Israel Medical Research Association USA, Inc.
The name of the corporation shall be ~~Israel Cancer Association U/S A, Inc./~~

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be:

230 Royal Palm Way, Suite 210
Palm Beach, Florida 33480- USA

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are:

To receive and maintain funds and apply the income and principal exclusively for scientific, medical, educational and charitable purposes by such agencies and means as shall be appropriate. Subject to the foregoing, within Israel and the United States and elsewhere, (1) to promote and aid research, analysis and study as to the causes, prevention and treatment of cancer and other diseases; (2) to contribute drugs, medicines, equipment and devices that are useful therewith; (3) to aid and contribute to the establishment and maintenance of clinical, hospital and medical research facilities; (4) to promote the preparation and dissemination of educational

materials and the exchange of information relating thereto; (5) to provide and support scholarships, fellowships and grants to students, teachers, researchers, technicians and members of the medical profession engaged in activities relating thereto; and (6) to provide grants to any corporation, community chest or foundation operated exclusively for charitable, scientific, and or educational purposes within the meaning of Section 501(c) (3).

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The method of election of directors shall be set forth in the by-laws.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers are as provided in Section 617.0302 Florida Statutes and are limited as follows:

This Corporation is not formed for pecuniary profit and it shall not make or declare dividends, and no part of its net earnings shall inure to the benefit of any private person.

No part of the activities of the Corporation shall consist of carrying on propaganda or attempting to influence legislation, and the Corporation shall not participate or intervene (including publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

In the event of the dissolution of the corporation, all of the assets of the corporation remaining after the payment or satisfaction of its liabilities, shall be distributed only to an organization or organizations whose purposes are exclusively charitable, scientific, literary, religious and/or educational.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of the Corporation is John Harrison Hough, Esq., whose business address is 249 Royal Palm Way, Suite 403, Palm Beach, Florida 33480, Palm Beach, Florida 33480.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators for these articles of incorporation are:

**S. David Leibowitt
2295 South Ocean Boulevard
Apartment 425
Palm Beach, Florida 33480**

**Irving Rom
9800 Breakers West Terrace
West Palm Beach, Florida 33411**

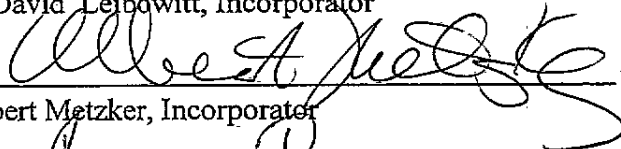
**Albert Metzker
415 Glenbrook Drive
Atlantis, Florida 33462**

**Arnold J. Hoffman
150 Bradley Place
Apartment 616
Palm Beach, Florida 33480**

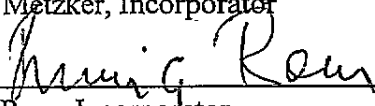
IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation
this 24th day of March, 1999.



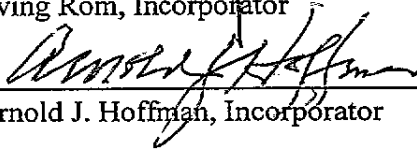
S. David Leibowitt, Incorporator



Albert Metzker, Incorporator



Irving Rom, Incorporator



Arnold J. Hoffman, Incorporator

CONSENT OF REGISTERED AGENT
OF
ISRAEL/CANCER/ASSOCIATION U S/A/ INC./
ISRAEL MEDICAL RESEARCH ASSOCIATION USA, INC.

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.



John Harrison Hough, Esq.
Registered Agent

FILED
99 MAR 31 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA