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FLORIDA NON-PROFIT CORPORATION

Bob Swanson Give a Life Foundation, Inc.

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4/27/99

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

4-26-99BOB SWANSON
GIVE A LIFE FOUNDATION, INC.

The undersigned subscriber, for purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE IName and Address

The name of the proposed corporation shall be Bob Swanson Give a Life Foundation, Inc. The principal office and mailing address of the corporation shall be 515 North Flagler Drive, Suite 1800, West Palm Beach, FL 33401.

ARTICLE IIDuration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE IIIPurposes

The principal objectives and purposes for which this corporation is formed are as follows:

A. To establish a not for profit organization to raise money through donations, charitable contributions and other fund raising functions for the purpose of increasing awareness of the need for organ donation and for related purposes ancillary thereto.

B. The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

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C. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE IV

Incorporators

The name and residence of each incorporator to these Articles of Incorporation is as follows:

Brian B. Joslyn, Esq.	515 North Flagler Drive, Suite 1800 West Palm Beach, FL 33401.
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ARTICLE V

Membership

This corporation shall be organized on a nonstock basis and shall not issue shares of stock. The corporation shall have no members, unless one or more classes of membership is created in the bylaws.

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have at least 3 directors or such lesser member as may be allowed by applicable law. The number of directors herein provided for may be changed pursuant to Florida Statutes by a bylaw duly adopted by the Board of Directors. Directors shall be elected annually by a majority vote in accordance with the bylaws of the corporation.

B. Elective Officers. The officers of this corporation shall be a president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

Brian B. Joslyn	President / Secretary / Treasurer.
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C. Committees. This corporation shall have such standing and other committees as may be set forth in the corporation's bylaws or as may be appointed from time to time by the Board of Directors or officers of the corporation.

ARTICLE VII

Location of Registered Agent

The address of this corporation's initial registered office in the State of Florida is 515 North Flagler Drive, Suite 1800, West Palm Beach, FL 33401.

The name of this corporation's initial registered agent at the above address is Brian B. Joslyn.

ARTICLE VIII

Bylaws

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE IX

Amendment of Articles

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office.

ARTICLE X

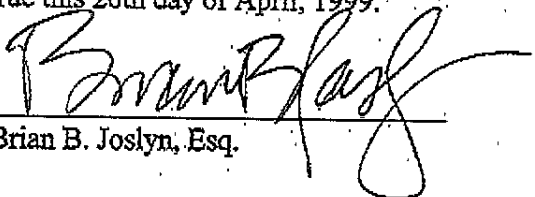
Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the fullest extent permitted by law. The private property of any members shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

ARTICLE XIDissolution

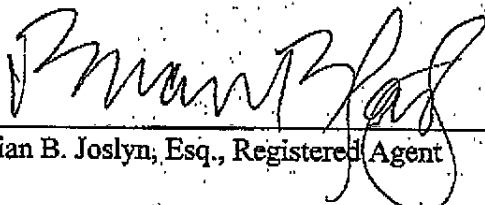
Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 26th day of April, 1999.


Brian B. Joslyn, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Brian B. Joslyn, Esq., Registered Agent

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