



THE UNITED STATES
CORPORATION
COMPANY

N99000003397

ACCOUNT NO. : 072100000032

REFERENCE : 250044 7184659

AUTHORIZATION :

Patricia Puyate

COST LIMIT : \$ 70.00

ORDER DATE : May 21, 1999

ORDER TIME : 2:51 PM

ORDER NO. : 250044-005

200002884872--7

CUSTOMER NO: 7184659

CUSTOMER: Ms. Melissa R. Allen
PROENZA ROBERTS & HURST, P.A.
PROENZA ROBERTS & HURST, P.A.
Grove Plaza, Ste 700
2900 Middle Street
Miami, FL 33133

DOMESTIC FILING

NAME: MD CARES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
99 MAY 24 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAY 24 PM 3:58
DIVISION OF CORPORATION

~~2000-12091~~

~~12762~~

1003
125



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: MD CARES, INC.
Ref. Number: W99000012091

We have received your document for MD CARES, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 899A00028656

RESUBMIT
Please give original
submission date as file date.

RECEIVED
99 JUN -2 AM 9:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

MD SUPPORT, INC.

The undersigned, for the purpose of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1 NAME

The name of the Corporation is: MD SUPPORT, INC.

Article 2 ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is:

1342 Colonial Boulevard
Suite 17
Fort Myers, FL 33919

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TALLAHASSEE, FLORIDA

Article 3 MEMBERS AND STOCK

1. The Corporation shall have one class of Members.
2. The Corporation shall not have stock, but it may issue certificates of membership.

Article 4 NOT FOR PROFIT

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any private person, except to the extent permissible under the law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code").

The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation, and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under law and under Section 501(c)(3) of the Code.

Article 5
DURATION

The duration of the Corporation is perpetual.

Article 6
PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. MD SUPPORT, INC. has, as its primary purpose, provision of medical aid, services and supplies to countries in need of same.
2. To exercise all the powers conferred by law upon corporations not for profit, to the extent that such powers are not in conflict with the purposes of the Corporation.
3. To operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Code or corresponding provisions of any future United States internal revenue law.
4. To contract and be contracted with, and to sue and be sued.
5. To adopt and use a corporation seal containing the words "corporation not for profit," if desired and deemed necessary; but, this shall not be compulsory unless required by law.
6. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State

of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

7. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
8. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.
9. This Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States internal revenue law.

Article 7 **BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Bylaws may provide for *ex officio* and honorary directors and their rights and privileges. The initial directors are elected by the Incorporator. Thereafter, each Director shall be elected by a majority vote of the Members in the manner and at the times set forth in the Bylaws.

The initial Director shall be as follows:

Dana M. Gallup
John D. Harris
Peter A. Rothschild, M.D.

Article 8
INCORPORATOR

The name and address of the sole Incorporator of the Corporation is:

Dana M. Gallup, Esq.
Proenza, Roberts & Hurst, P.A.
Grove Plaza, Suite 700
2900 Middle Street
Miami, FL 33133

Article 9
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Members, and may be altered, amended or rescinded by a majority vote of the Members.

Article 10
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article 11
INITIAL REGISTERED OFFICE AND AGENT

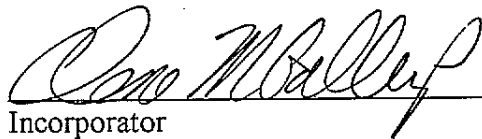
The street address of the initial Registered Office of the Corporation is:

Dana M. Gallup, Esq.
Proenza, Roberts & Hurst, P.A.
Grove Plaza, Suite 700
2900 Middle Street
Miami, FL 33133

Article 12
DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Code and are engaged in activities of the type described in Article 6 above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator of this Corporation has signed these Articles of Incorporation on this 17th day of May, 1999.


Incorporator

CERTIFICATE OF DESIGNATION/ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation, organized under the not-for-profit laws of the State of Florida, submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is MD SUPPORT, INC.
2. The name and address of the registered agent and registered office are:

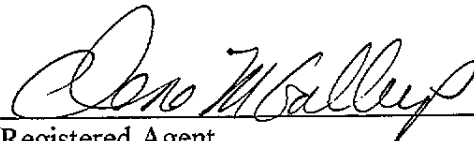
Dana M. Gallup, Esq.
Proenza, Roberts & Hurst, P.A.
Grove Plaza, Suite 700
2900 Middle Street
Miami, FL 33133

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation, 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.

DATE

5/17/99

Registered Agent



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99 MAY 24 AM 10:13
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TALLAHASSEE, FLORIDA