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JAY WOLFSON
ATTORNEY AND COUNSELOR AT LAW, P.A.
804 EVENINGSIDE COURT TAMPA, FL 33617
813-267-0751 FAX 813-903-0791

20 August 1999

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

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-08/26/99--01025--005
*****122.50 *****78.75

Dear Secretary Harris:

I am forwarding the attached corporate documents and fees to you.

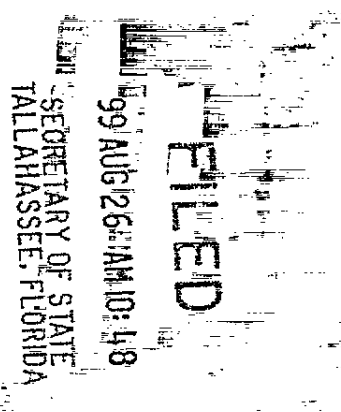
We are filing to incorporate a new Florida Not for Profit Corporation, to be called Medical Resource Foundation, Inc., which is dedicated to helping to pay for plastic and reconstructive surgery needs of children.

Attached, please find an original and one copy of the Articles of Incorporation for the new corporation, and the filing fee of \$122.50, which includes the fee for the registered agent and for a Certified Copy.

Should you have any questions, please contact me directly. Thank you for your assistance in this matter.

Sincerely,

Jay Wolfson



R. VARNADORE SEP 21 1999

**ARTICLES OF INCORPORATION
MEDICAL OPTIONS FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
99 AUG 26 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article One: Name

The name of the Corporation is MEDICAL OPTIONS FOUNDATION, INC.

Article Two: Principal Place of Business

The Principal Place of Business is 3502 Henderson Boulevard, Suite 3502, Tampa, Florida 33609

Article Three: Mailing Address

The Mailing Address for the Corporation is 3502 Henderson Boulevard, Suite 3502, Tampa, Florida 33609

Article Four: Specific Purpose

The Specific Purpose for which the Corporation is organized is to provide financial assistance to help pay for reconstructive surgical procedures needed by children.

Article Five: Duration

The Duration of the Corporation shall be perpetual.

Article Six: Appointment of Directors

Directors of the Corporation shall be initially appointed terms of four years and the Board of Directors of the Corporation will thereafter elect members and become self-perpetuating, as stated in the bylaws.

Article Seven: Directors

The names and addresses of the persons who are to serve as the initial Directors of the Corporation are as follows:

Brandie L. Puls
3502 Henderson Boulevard
Suite 3502
Tampa, Florida 33609

Linda Dollar
3909 Doral Street
Tampa, Florida 33634

John Puls
3502 Henderson Boulevard
Suite 3502
Tampa, Florida 33609

Article Eight: Corporate Net Earnings; Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purpose(s) set forth in Article Four hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the 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 of 1986, or the corresponding section of any future federal tax code, or (b) corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code or, if reference to federal law in the Articles or Certificate of Incorporation imposes a limitation that is invalid under the laws of the state of incorporation, state shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose(s) of this Corporation.

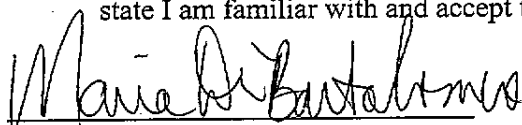
Article Nine: Dedication of Assets: Distribution on Dissolution

The assets of this Corporation are irrevocably and permanently dedicated to the purpose(s) set forth in Article Four. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 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 such court shall determine, that are organized and operated exclusively for such purposes.

Article Ten: Name and Address of Registered Agent

Maria DiBartolomeo
5301 Abinger Court
Tampa, Florida 33624


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 do 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 state I am familiar with and accept the obligations of my position as registered agent.


Registered Agent

Aug. 11, 1999
Date

Article Eleven: Incorporator

The Incorporator is Jay Wolfson, Esq., 804 Eveningside Court, Tampa, Florida 33613.


Incorporator

20 August 1999
Date