

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.) International Institute for Integrative Cancer Research, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION
OF
INTERNATIONAL INSTITUTE FOR INTEGRATIVE CANCER RESEARCH, INC.**

**(A Corporation Not for Profit Under
the Laws of the State of Florida)**

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The undersigned, desiring to form a corporation not for profit, pursuant to the laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be International Institute for Integrative Cancer Research, Inc., with its principal place of business located at 2223 Sarno Road, Melbourne, Florida 32935-3003.

The mailing address of this corporation shall be 2223 Sarno Road, Melbourne, Florida 32935-3003.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

This corporation shall exist perpetually, unless dissolved under provisions of its constitution, Bylaws or the Florida Statutes, commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The purposes for which this corporation is organized are as follows:

(1) To operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

(2) To use and apply the whole or any part of the income and assets of the corporation to activities related to the fields of interest of the corporation, including, but not limited to, the provisions of use and application to be exclusively for charitable/educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, and the regulations as promulgated hereunder as they now exist or as they may hereafter be amended, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue laws.

(3) To offer complete research trials equal to or exceeding those required by the Federal Drug Administration ("FDA") for new pharmaceutical drugs. These trials will be designed to include all appropriate phase trials normally required for new drug approval. This organization will be funded entirely by public and private donations and grants. It will remain unencumbered by any and all affiliations with any and all manufacturing and sales companies with the exception of accepting donations for research to the organization. This organization will not endorse the use of any product and will publish the entire findings of its research for the purpose of educating all interested parties.

ARTICLE V

INCORPORATOR

The name and address of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL FARLEY	225 Fifth Avenue, Suite 6 Indialantic, Florida 32903
SALVATORE MARTINGANO	2392 N. Riverside Drive Indialantic, Florida 32903
LEE N. SHELDON	610 Loggerhead Island Drive Satellite Beach, Florida 32937

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors:

(1) Powers: The powers of this corporation shall be exercised, its property controlled, and its affairs managed by the Board of Directors.

(2) Number: Upon the filing of the Articles of Incorporation the powers of the incorporator shall terminate. The number of Directors of the corporation shall be not less than three

(3), provided however, that such number may be increased pursuant to the Bylaws of the Corporation.

(3) Election: The initial Board of Directors shall consist of six (6) Directors. A Director will serve until his/her successor shall be elected and shall qualify. Directors shall be elected by a majority vote of the then existing membership on an annual basis. Any Director may resign at any time by providing the remaining Directors thirty (30) days prior written notice. Vacancies on the

Board of Directors shall be filled within sixty (60) days of the event that caused the vacancy. New Directors shall be chosen to serve for a period of one year by a majority vote of the remaining Directors, unless the remaining Directors elect by majority vote to not fill said vacancy.

A Director may be removed with or without cause by the vote or agreement in writing of a majority of the entire number of Directors. "With cause" shall mean conduct which the Board of Directors deems not to be in the best interest of the corporation and the determination of the Board of Directors as to the existence of, or sufficiency of cause, shall be final and conclusive.

(4) Term of Office: Directors elected at the first meeting of directors, and at all times thereafter, shall serve such time as provided in the Articles of Incorporation and in the Bylaws.

(5) Action Without Meeting: Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

(6) Initial Members: The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL FARLEY	225 Fifth Avenue, Suite 6 Indialantic, Florida 32903
SALVATORE MARTINGANO	2392 N. Riverside Drive Indialantic, Florida 32903
LEE N. SHELDON	610 Loggerhead Island Drive Satellite Beach, Florida 32937
ELEANOR SHELDON	610 Loggerhead Island Drive Satellite Beach, Florida 32937
DIANE FARLEY	225 Fifth Avenue, Suite 6 Indialantic, Florida 32903
COOKIE MARTINGANO	2392 N. Riverside Drive Indialantic, Florida 32903

B. Corporate Officers:

The Board of Directors shall elect the following officers: President, Secretary, Treasurer and such other officers and agents as the Bylaws of this corporation may authorize the Directors to elect from time to time.

ARTICLE VII

MEMBERSHIP

The qualification for membership and the manner of admission of members shall be regulated by the Bylaws of the Corporation. The number and qualifications of the members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VIII

AMENDMENT TO BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth therefor in the Bylaws.

ARTICLE IX

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

ARTICLE X

REGISTERED AGENT AND OFFICE

The initial registered agent and office of this corporation shall be Victor S. Kostro, 1825 Riverview Drive, Melbourne, Florida 32901.

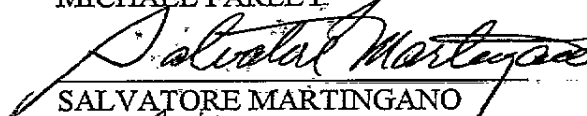
ARTICLE XI

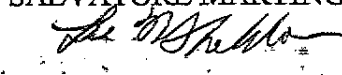
INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of Florida, have executed these Articles of Incorporation, this 29th day of November, 1999.


MICHAEL FARLEY


SALVATORE MARTINGANO


LEE N. SHELDON

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said Act;

FIRST, that International Institute for Integrative Cancer Research, Inc., a Florida Non-Profit
organization, desiring to organize under the laws of the State of Florida, with its principal office as
indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of
Florida, has named Victor S. Kostro, located at 1825 Riverview Drive, Melbourne, Florida 32901,
as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place
designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.

Victor S. Kostro
VICTOR S. KOSTRO

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TALLAHASSEE FLORIDA

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