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ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON  
CHARTERED

BARNETT BANK CENTER  
240 SOUTH PINEAPPLE AVENUE  
P. O. BOX 49948  
SARASOTA, FLORIDA 34230-6948

WATS (FROM TAMPA) 645-7105  
PHONE (941) 366-6660  
FAX (941) 366-3999

TANDEM CENTER  
SUITE 199  
333 TAMiami TRAIL SOUTH  
VENICE, FLORIDA 34285

PHONE (941) 485-8200  
FAX (941) 488-9436

ATTORNEYS AND COUNSELORS AT LAW

ANTHONY J. ABATE  
SARALYN ABEL  
DAVID S. BAND  
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STEVEN J. CHASE\*\*  
RONALD L. COLLIER  
CHERYL L. GORDON

SCOTT E. GORDON  
BENJAMIN R. HANAN  
MARK D. HILDRETH\*\*\*  
WILLIAM R. Korp\*  
KURT E. LEE  
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JAN WALTERS PITCHFORD\*  
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JOHN W. WEST III

HARVEY J. ABEL

OF COUNSEL  
RICHARD W. COONEY

JOHNSON S. SAVARY

E-Mail: abelband@gate.net

ADDITIONAL JURISDICTIONS

DAVID S. BAND-DC & MD  
RONALD L. COLLIER-PA & NJ  
ANTHONY J. ABATE-IL  
STEVEN J. CHASE-GA  
MICHAEL S. TAAFFE-NJ & NY  
DAVID S. WATSON-PA  
SCOTT E. GORDON-OH  
RICHARD W. COONEY-NY  
JOHN W. WEST III-DC

\*Board Certified Real Estate Lawyer  
\*\*Board Certified Civil Trial Lawyer  
\*\*\*Board Certified Business Bankruptcy Law  
American Bankruptcy Board of  
Certification  
\*\*\*\*Board Certified Business Litigation Lawyer

Please refer to our file number:

Writer's direct line: 5483-8

Reply to: (941) 364-2729

Sarasota

December 2, 1997

Bureau of Corporate Records  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

400002363054--0  
-12/04/97--01077--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Living Will National Registry and  
National Health Data Bank, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of  
Incorporation for the referenced Corporation, together with a check in  
the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

Please return the certified copy of the Articles of Incorporation  
to the undersigned.

Very truly yours,

Gatha Kennedy Milhorn  
Corporate Paralegal

CLG:gkm  
Enclosures

(CLG:gkm\State.Art)

FILED  
97 DEC 17 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DNC  
12.18.97

1047-12222



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

December 9, 1997

**GATHA KENNEDY MILHORN, CORP. PARALEGAL**  
**ABEL, BAND, RUSSELL, COLLIER, ET AL**  
**P.O. BOX 49948**  
**SARASOTA, FL 34230-6948**

**SUBJECT: LIVING WILL NATIONAL REGISTRY AND NATIONAL HEALTH**  
**DATA BANK, INC.**  
**Ref. Number: W97000027372**

We have received your document for LIVING WILL NATIONAL REGISTRY AND NATIONAL HEALTH DATA BANK, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking  
Director's Office  
101 E. Gaines St.  
Fletcher Bldg., 6th Floor.  
Tallahassee, FL 32399-0350  
(850) 488-1111.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 097A00057808



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

December 11, 1997

Ms. Gatha Kennedy Milhorn  
Corporate Paralegal  
Abel, Band, Russell, Collier, et al  
240 South Pineapple Avenue  
Post Office Box 49948  
Sarasota, Florida 34230-6948

Dear Ms. Milhorn:

Re: "Living Will National Registry and National Health Data Bank, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a Florida corporation in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal flourish extending to the right.

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 East Gaines Street  
The Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(850) 488-1111

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

**ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON**  
**CHARTERED**

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Certification  
\*\*\*\*Board Certified Business Litigation Lawyer

Please refer to our file number:

5483-8

Writer's direct line:

(941) 364-2729

Reply to: Sarasota

December 15, 1997

Ms. Doris McDuffie  
Corporate Specialist Supervisor  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Living Will National Registry and National  
Health Data Bank, Inc.  
Reference No.: W97000027372

Dear Ms. McDuffie:

In response to your letter dated December 9, 1997 (a copy is attached), enclosed please find one original and one copy of the Articles of Incorporation for Living Will National Registry and National Health Data Bank, Inc. together with Approval B Clearance from the Division of Banking per your request.

If you require any further information, please do not hesitate to contact me.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,  
PITCHFORD & GORDON, CHARTERED

By: 

Gatha Kennedy Milhorn  
Corporate Paralegal  
For the Firm

GKM;gmk  
Enclosures

FILED

97 DEC 17 AM 11:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LIVING WILL NATIONAL REGISTRY AND  
NATIONAL HEALTH DATA BANK, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

LIVING WILL NATIONAL REGISTRY AND  
NATIONAL HEALTH DATA BANK, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is

authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

307 Stone Briar Creek Drive  
Venice, Florida 34292

and, the mailing address of this Corporation shall be:

307 Stone Briar Creek Drive  
Venice, Florida 34292

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Jeffrey Sklar                      307 Stone Briar Creek Drive  
   Venice, Florida 34292

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Jeffrey Sklar                      307 Stone Briar Creek Drive  
   Venice, Florida 34292

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in

certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Jeffrey Sklar

307 Stone Briar Creek Drive  
Venice, Florida 34292

The undersigned has executed these Articles this 19 day  
of November, 1997.

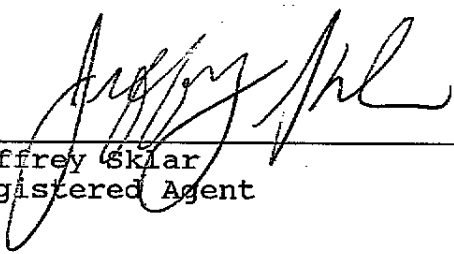
  
Jeffrey Sklar

"INCORPORATOR"

FILED  
97 DEC 17 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for LIVING WILL NATIONAL REGISTRY AND NATIONAL HEALTH DATA BANK, INC. at the place designated in the Articles, 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.

11/19/97  
Date

  
Jeffrey Sklar  
Registered Agent

(CLG:gkm\5483-8\Sklar Articles.249830)