

**CERTIFICATE OF INCORPORATION
OF
CANCER101 INC.**

Filed by:

**Monica Knoll
1450 First Avenue
Suite 3RS
New York, New York 10021**

CERTIFICATE OF INCORPORATION

CANCER101 INC.

Under Section 402 of the Not-For-Profit Corporation Law.

The Undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Not-For-Profit Corporation Law State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is CANCER101 INC.

SECOND: The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 (Definitions) of the Not-For-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows:

To create, form and establish an organization to offer hope, aid and support for cancer patients; to provide comfort and support to the families and friends of individuals suffering from cancer; to aid and assist individuals afflicted with cancer in obtaining available medical treatment; to plan, formulate and implement programs, projects and activities alone or in cooperation and in conjunction with governmental agencies and community organizations concerned with the care and treatment of cancer patients; to disseminate information to the general public to foster and promote public awareness and knowledge of cancer; to support, promote, foster and encourage research on the causes, early detection, care and treatment of cancer; to support and further the work of hospitals, clinics and centers specializing in the treatment of cancer patients; to aid and assist those afflicted with cancer in seeking and obtaining available support services and generally to improve, advance and enrich the lives of cancer patients by all available means and methods. Nothing herein shall authorize the corporation to practice the profession of medicine or any profession licensed by Title VIII of the Education Law. Nothing herein shall authorize the corporation to solicit funds for or otherwise benefit a hospital or facility providing health related services.

In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the

Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-For-Profit Corporation Law, Section 404(b)-(v).

FOURTH: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-For-Profit Corporation Law.

FIFTH: The names and addresses of the initial directors of the corporation are as follows:

Dr. Paula Klein
St. Vincents Comprehensive Cancer Center
325 West 15th Street
New York, New York 10011

Dr. Deborah Axelrod
St. Vincents Comprehensive Cancer Center
325 West 15th Street
New York, New York 10011

Melissa Panzi-Riebe
St. Vincents Comprehensive Cancer Center
325 West 15th Street
New York, New York 10011

SIXTH: Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

EIGHTH: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, 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.

NINTH: Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

TENTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, 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 said Court shall

determine, which are organized and operated exclusively for such purposes.

ELEVENTH: The office of the corporation is to be located in the county of New York.

TWELFTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

1450 First Avenue
Suite 3RS
New York, New York 10021

IN WITNESS WHEREOF, this certificate has been subscribed to this 2nd day of May, 2002 by the undersigned who affirms that the statements made herein are true under penalties of perjury.

Lawrence A. Kirsch

LAWRENCE A. KIRSCH,
INCORPORATOR
90 State Street
Albany, New York