

GOVERNMENT OF THE DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

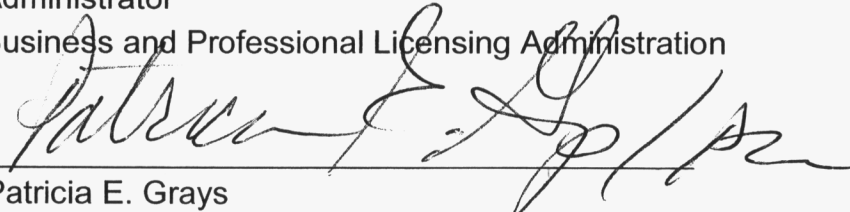
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this ***CERTIFICATE OF INCORPORATION*** is hereby issued to:

PATIENT ACCESS NETWORK FOUNDATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **12th** day of **May, 2004**.

David Clark
DIRECTOR

John T. Drann
Administrator
Business and Professional Licensing Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

**ARTICLES OF INCORPORATION
OF
PATIENT ACCESS NETWORK FOUNDATION**

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, NE
WASHINGTON, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is Patient Access Network Foundation.

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The Corporation is incorporated exclusively for charitable, scientific, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In particular, the Corporation will assist indigent patients across a variety of disease states or treatment regimens in obtaining certain medical pharmaceutical products, biologics and other therapies. The Corporation will solicit, receive and administer funds and other contributions for this purpose, and the Corporation will not accept gifts or contributions for any other purpose. The Corporation will determine all program requirements, disease state (or treatment regimen) categories served and applicable eligibility criteria, which shall be applied consistently on an objective and nondiscriminatory basis, by the Corporation.

FOURTH: The Corporation shall have no members.

FIFTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH: The Corporation is to be organized on a non-stock basis.

SEVENTH: The activities and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

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EIGHTH: The initial registered office of the Corporation shall be 1301 K Street, N.W., Suite 1100-East Tower, Washington, D.C. 20005-3317, and the initial registered agent of the Corporation at such address shall be David J. Bloch.

NINTH: The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three directors. The exact number and the method of election of the directors of the Board of Directors, as well as any qualifications for being a director of the Board of Directors shall be as provided from time to time by or pursuant to the Bylaws of the Corporation, except that the number of the directors of the initial Board of Directors is fixed by Article X of these Articles of Incorporation.

TENTH: The initial Board of Directors of the Corporation shall consist of three (3) directors, who shall serve until their successors are elected and qualified, and whose names and addresses are as follows:

Peyton Howell
Corporate Center Five
3735 Glen Lake Drive
Charlotte, NC 28208

Karri Reynosa
Corporate Center Five
3735 Glen Lake Drive
Charlotte, NC 28208

Scott Haenni
Corporate Center Five
3735 Glen Lake Drive
Charlotte, NC 28208

ELEVENTH: The name and address of each incorporator are as follows:

Robert D. Clark
1301 K Street, N.W.
Suite 1100 - East Tower
Washington, D.C. 20005-3317

David J. Bloch
1301 K Street, N.W.
Suite 1100 - East Tower
Washington, D.C. 20005-3317

Evan D. Selig
1301 K Street, N.W.
Suite 1100 - East Tower
Washington, D.C. 20005-3317

TWELFTH: Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

THIRTEENTH: Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article III hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

FOURTEENTH: In the event that the Corporation fails to qualify as an organization described in Section 509(a)(1), (2) or (3) of the Code, then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

FIFTEENTH: In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, may transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the Corporation.

SIXTEENTH: (a) To the fullest extent that the laws of the District of Columbia, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) The provisions of this Article shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any bylaw or provision of these Articles which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

SEVENTEENTH: (a) (1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a Director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article.

(4) As used in this Article, "indemnatee" shall include each Director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Article; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnatee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnatee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnatee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b). Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnatee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the

indemnatee to repay the amount advanced if it should ultimately be determined that the indemnatee is not entitled to be indemnified for such expenses.

(c) (1) If a written claim under Section (a) or Section (b) of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnatee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnatee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section (a) shall be (i) that the indemnatee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnatee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defenses to an action to recover a claim for advancement of expenses otherwise properly asserted under Section (b) shall be (i) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or (ii) that the indemnatee failed to provide the undertaking required by Section (b), but the burden of proving any such defense shall be on the Corporation.

(d) The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights to which any indemnatee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnatee who serves the Corporation at any time while this Article is in effect (and each such indemnatee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnatee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnatee.



Robert D. Clark



David J. Bloch



Evan D. Selig

DATE: May 12, 2004

I, Dawn Kinnear, a Notary Public, hereby certify that on the 12
day of may, 2004, Robert D. Clark, David J. Bloch and Evan D. Selig appeared
before me and signed the foregoing document as incorporators, and have averred that the
statements therein contained are true.

[SEAL]

Dawn Kinnear
Notary Public

Dawn Kinnear
Notary Public, District of Columbia
My Commission Expires 09-30-2007