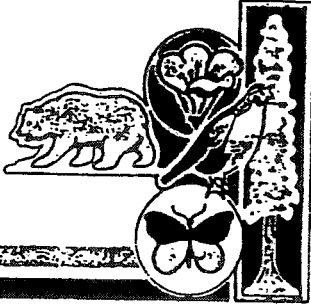


1855499



State  
of  
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

APR - 8 1993



*March Fong Eu*

Secretary of State

1855499

ENDORSED

FILED

In the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION

APR 7 1995

OF

MARCH FONG EU, Secretary of State

ASSOCIATION FOR THE CURE OF CANCER OF THE PROSTATE

One: The name of the corporation is: Association for the Cure of Cancer of the Prostate.

Two: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The purposes for which this corporation is organized are exclusively charitable, scientific and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the corporation is organized to make grants, support research and conduct activities relating to the treatment, prevention and cure of prostate cancer.

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code.

Three: The name and address of the corporation's initial agent for service of process is Allen Flans,  
1250 Fourth Street, Santa Monica, California  
90401.

Four: The corporation may admit persons to membership subject to the terms and conditions set forth in the Bylaws.

Five: (a) No part of the net earnings, income, gains, profits, funds or property of this corporation in whatsoever manner acquired by it, shall at any time, including but not limited to the time of the dissolution of this corporation, inure to or be distributed for the benefit of any private person or individual or any member, officer or director of this corporation, but the same shall be devoted solely to the purposes for which this corporation is formed as the same are hereinabove declared and set forth.

(b) No substantial part of the activities of this corporation is or shall be carrying on propaganda, or otherwise attempting to influence legislation, and it does not, nor shall it, participate in or intervene in (including through the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) If the corporation shall be classified as a private foundation pursuant to section 509 of the Code, the following shall be applicable to the corporation:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner

as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(2) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

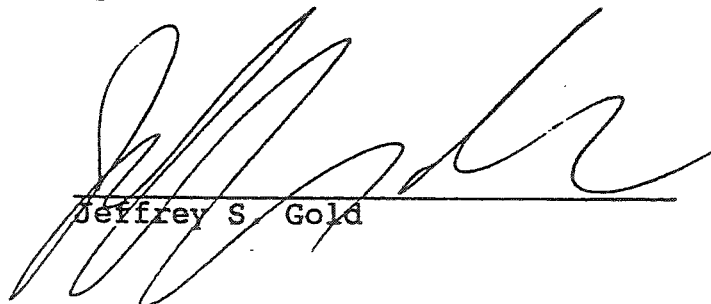
(3) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(4) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(5) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

Six: No director, officer or member of this corporation shall be subject to assessment by the corporation, nor shall any director, officer or member of this corporation be personally liable for any of the debts, liabilities or obligations of the corporation, and no personal liability shall in any event attach to any member of this corporation in connection with any of its undertakings; all of the corporation's liabilities shall be limited to its common funds and assets.

I hereby declare that I am the person who executed  
the foregoing Articles of Incorporation, which execution is  
my act and deed.



Jeffrey S. Gold



## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

APR 26 2003



*Kevin Shelley*  
Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

APR 18 2003

**KEVIN SHELLEY**  
Secretary of State

Pursuant to the provisions of the Nonprofit Public Benefit Corporation Law of the State of California, Robin Richards and Ralph Finerman certify that:

1. They are the President and Secretary, respectively, of Association for the Cure of Cancer of the Prostate, a California nonprofit public benefit corporation.
2. Article One is amended to read in its entirety as follows:  
    "One: The name of the corporation is: Prostate Cancer Foundation."
3. The foregoing amendment of the Articles of Incorporation of this corporation has been duly approved by this corporation's Board of Directors:
4. The corporation has no members.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of their own knowledge.

Executed at Santa Monica, California, on April 15, 2003.

*Robin Richards*

Robin Richards, President

*Ralph Finerman*

Ralph Finerman, Secretary

