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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cardiological-Scientific Foundation of Paraguay, INC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARDIOLOGICAL-SCIENTIFIC FOUNDATION OF PARAGUAY, INC.

Pursuant to, and in compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit and do hereby certify:

ARTICLE I

The name of the corporation is: **CARDIOLOGICAL-SCIENTIFIC FOUNDATION OF PARAGUAY, INC.**, hereafter called the "Foundation".


ARTICLE II

The principal office of the Foundation is located at: 2917 N.W. 82nd Avenue, Miami, Florida 33122.

ARTICLE III

Manuel J. Duarte, whose address is 2917 N.W. 82nd Avenue, Miami, Florida 33122, is hereby appointed the initial registered agent of this Foundation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated above, I hereby state that I am familiar with and, accept the appointment as registered agent, and agree to act in this capacity.


MANUEL J. DUARTE
2917 N.W. 82nd Avenue
Miami, Florida 33122

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TALLAHASSEE FLORIDA

ARTICLE IV

PURPOSES AND POWERS OF THE FOUNDATION

This Foundation does not contemplate pecuniary gain of profit to the members thereof, and the specific purposes for which it is formed are to provide all types of assistance for the study and investigation of cardiologic ailments, as well as the treatment, and rehabilitation of needy cardiac patients, without discriminating whatsoever as to sex, age, race, political preference, religious affiliation, or other preference; and pursuant thereto, to

(A) exercise all of the powers and privileges and to perform all of the duties and obligations of the Foundation as set forth herein and its by-laws, as same may be amended from time to time;

(B) establish bank accounts, domestically, or internationally, hold securities, or other investments through banks, duly licensed brokerage houses, exchanges, and financial institutions, and to issue, receive and endorse checks, and other negotiable instruments;

(C) receive for and on behalf of the Foundation, to constitute as part of its assets and/or operating capital, contributions, legacies, donations, currency, property, whether real or personal, intangible goods, usufruct, and others,

(D) pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Foundation, including all licenses, taxes and governmental charges levied or imposed against the property of the Foundation;

(E) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Foundation;

(F) borrow money, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(G) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;

(H) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporate Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

The Foundation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

(A) **MANAGEMENT BY DIRECTORS.** The property, business and affairs of the Foundation shall be managed by a Board of Directors, which shall consist of not less than two (2) persons, nor more than five (5) persons. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including an annual meeting.

(B) **ORIGINAL BOARD OF DIRECTORS.** The names and addresses of the first Board of Directors of the Foundation, who shall hold office until the first annual meeting of members or until qualified successors are duly elected and have taken office, shall be as follows:

Dr. Adrian Ebner
Brasilia esq. Insaualde - Nivel 3
Asunción, Paraguay

Mr. Manuel J. Duarte
2917 N.W. 82nd Avenue
Miami, Fl 33122

Kenneth Warner, Esq.
City National Bank Building
Second Floor
2701 Le Jeune Road
Coral Gables, Florida 33134

(C) **ELECTION OF MEMBERS OF BOARD OF DIRECTORS.** Except for the first Board of Directors, Directors shall be elected as provided by the By-Laws of the Foundation, and the By-Laws of the Foundation may provide for the method of voting in the election and for removal from office of Directors. Directors need not be members of the Foundation.

(D) DURATION OF OFFICE. Persons elected to the Board of Directors shall hold office until the next succeeding annual meeting of members and thereafter until qualified successors are duly elected and have taken office.

(E) VACANCIES. If a Director elected by the general membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VII

(A) OFFICERS PROVIDED FOR. The Foundation shall have a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

(B) ELECTION AND APPOINTMENT OF OFFICERS. The officers of the Foundation, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President and Vice President shall be Directors, other officers may or may not be Directors of the Foundation. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, any Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

(C) **FIRST OFFICERS.** The names and address of the first officers of the Foundation, who shall hold office until the first annual meeting of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

Dr. Adrian Ebner
President / Director
Brasilia esq. Insaualde - Nivel 3
Asunción, Paraguay

Mr. Manuel J. Duarte
Vice-President / Treasurer / Director
2917 N.W. 82nd Avenue
Miami, Fl 33122

Kenneth Warner, Esq.
Secretary / Director
City National Bank Building
Second Floor
2701 Le Jeune Road
Coral Gables, Florida 33134

ARTICLE VIII

MEMBERS

The Foundation shall have two classes of members, to wit:

(A) **Founding Members:** The Founding Members shall consist of the incorporators, initial directors, and initial officers of the Foundation, and during the first year of the Foundation's existence, any person deemed acceptable by the initial board of directors who contributes significantly towards the Foundation's pursuit of its goals and purposes.

(B) Foundation Members: Members of the medical, scientific, and professional community accepted by the board of directors, and other members, whose contributions are deemed to be of importance to the Foundation's goals, and purposes, and as specifically set forth in the Foundation's by-laws.

ARTICLE IX

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Board of Directors in the manner set forth in the By-Laws.

ARTICLES X

AMENDMENTS

(A) METHOD. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Foundation for adoption or rejection. Amendments to these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

(B) CONFLICT. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Mr. Manuel J. Duarte
2917 N.W. 82nd Avenue
Miami, Fl 33122

Kenneth Warner
2701 Le Jeune Road, Second Floor
Coral Gables, Florida 33134

ARTICLE XII

DISSOLUTION

The Foundation may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than seventy-five percent (75%), of its members. Upon dissolution of the Foundation, other than incident to a merger or consolidation, the assets of the Foundation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Foundation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, Foundation, trust or other organization to be devoted to such similar purposes.

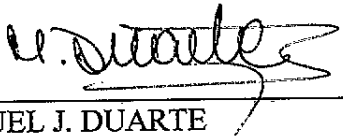
ARTICLE XIII

INDEMNIFICATION

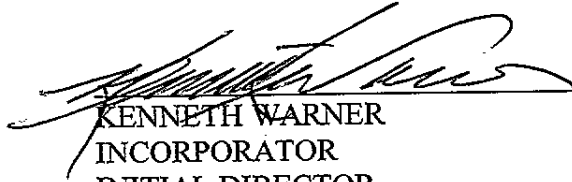
The Foundation shall indemnify any person who is made a party or is threatened to be made a party to any claim, suit, proceeding, or liability by reason of the fact that he is or was a Director,

officer, employee, agent or representative of the Foundation to the fullest extent permitted by law, and the Foundation may advance expenses to any such person to the fullest extent permitted by law. The Foundation shall also have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent or representative of the Foundation against any liability asserted against him in any such capacity.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Foundation, have executed these Articles of Incorporation this 14 day of November, 2001.



MANUEL J. DUARTE
INCORPORATOR
INITIAL DIRECTOR
VICE-PRESIDENT
TREASURER



KENNETH WARNER
INCORPORATOR
INITIAL DIRECTOR
SECRETARY

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TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared **MANUEL J. DUARTE**,
and **KENNETH WARNER**, both who acknowledged to have executed the foregoing Articles of
Incorporation pertaining to Cardiological-Scientific Foundation of Paraguay, Inc.

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA

Personally Known: _____ Produced Identification: _____

Type of Identification Produced: _____