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03 MAY 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mark P. Terry

227 Michigan Ave. #204
Miami Beach, FL 33139
305-535-9904
mpterry@bellsouth.net

May 23, 2003

To whom it may concern:

Attached herewith is an Amendment to Articles of Incorporation and a corresponding check. It is requested that the Amendment be recorded. Do not hesitate to call or email me if you have any questions or comments.

Sincerely,



Mark Terry

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION FOR
GENESIS CARDIOVASCULAR RESEARCH FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation.

Amended Articles:

ARTICLE III: PURPOSE

The purposes of the Genesis Cardiovascular Research Foundation (GCRF) are to further understanding in the fields of cardiovascular and thoracic medicine and surgery, improve the control of disease in these areas and enhance health. To further these purposes, the GCRF will provide grants for research in cardiovascular and thoracic medicine and surgery to applicants submitting a grant application meeting the criteria described below.

It is widely known that there is a dearth of research funding accessible to competent researchers in the cardiovascular and thoracic fields. As a result, many innovative ideas and efforts in these fields that could enhance health or save lives are left undeveloped. It is the belief of the Foundation that there is an untapped resource of inventive research ideas in these disciplines. It is the vision of the founders that grant research funds are made available to researchers in the cardiovascular and

thoracic fields in order to advance understanding of these subjects.

The GCRF is organized exclusively for scientific and educational purposes under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

If the corporation is dissolved, any assets remaining will be distributed to another corporation serving a similar purpose and qualifying as a tax-exempt, charitable organization under the provisions of 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: BOARD OF DIRECTORS

The Board of Directors consists of four permanent Executive Directors and up to ten, but no fewer than four, annually elected non-executive Directors. The manner in which non-executive Directors are elected or appointed is majority vote.


ARTICLE V: REGISTERED AGENT

The name and Florida street address of the registered agent is:

Mark P. Terry, Esq.
227 Michigan Av. #204
Miami Beach, FL 33139

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, 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 as provided for in Chapter 608, Florida Statutes.

 5-15-03

Mark P. Terry Date

ARTICLE VII: EXECUTIVE DIRECTORS

The Executive Directors of the corporation are:

Dr. Hassan Tehrani
227 Michigan Av. #303
Miami Beach, FL 33139

Dr. Pierluca Lombardi
1901 Brickell Av. #1805B
Miami, FL 33129

Dr. Kushagra Katariya
300 Shore Drive East
Miami, FL 33133

Dr. M. Thanikachalam
300 Galen Drive #302
Key Biscayne, FL 33149

Added Articles:

ARTICLE IX: RESTRICTIONS

The following restrictions will apply to the operations of the GCRF:

No part of the net earnings of the GCRF shall inure to the benefit of, or be distributed to its Directors, Officers or other private persons, except that the GCRF shall be authorized and empowered to: (a) pay reasonable compensation for services rendered, and (b) award grants and distributions in furtherance of the purposes set forth in Article III.

No substantial part of the activities of the GCRF shall be the carrying on of progaganda, or otherwise attempting to influence legislation, and the GCRF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the GCRF shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

In the event of the dissolution of the GCRF, all of the assets of the GCRF, real and personal, shall be distributed to such charitable organization or organizations as are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal income tax laws, as

the Board of Directors of the GCRF shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by the order of the Eleventh Circuit Court of Dade County to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE X: LIABILITY

Except as otherwise provided by law, a Director of the GCRF is not personally liable to the GCRF for monetary damages for a breach of fiduciary duty. The GCRF assumes all liability to any person other than the GCRF or its Directors for all acts or omissions of a Director incurred in good faith performance of their duty as a Director occurring on or after the date of incorporation.

ARTICLE XI: FINAL AUTHORITY

The bylaws of the GCRF are the final authority in matters of conflict between documents except when a provision of proposal to change a provision in the bylaws would countermand the legal restrictions of a nonprofit tax exempt corporation. For such a provision or change in a provision to be the final authority, the membership must specifically vote to adopt or revoke the provision in question at a meeting as specified in the bylaws.

DATE OF ADOPTION

The date of adoption of this amendment was May 1, 2003. There are no members or members entitled to vote on

the amendment. The amendment was adopted by the Board of Directors.



5/21/03

Dr. Hassan Tehrani, Executive Director

Date