

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32301
(850) 224-8870 (800) 442-8062 Fax (850) 224-8872

N980000007382

Cardio Start International

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*****35.00 *****35.00

RECEIVED
01 DEC 14 PM 1:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- Amended & Restated
- Art of Inc. File
 - LTD Partnership File
 - Foreign Corp. File
 - L.C. File
 - Fictitious Name File
 - Trade/Service Mark
 - Merger File
 - Art. of Amend. File
 - RA Resignation
 - Dissolution / Withdrawal
 - Annual Report / Reinstatement
 - Cert. Copy
 - Photo Copy
 - Certificate of Good Standing
 - Certificate of Status
 - Certificate of Fictitious Name
 - Corp Record Search
 - Officer Search

FILED
01 DEC 18 PM 3:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signature ✓ 00789, 00524, 00664, 01048, 00547, 00544,

Requested by: AW Date: 12/14
Name _____ Time _____

Walk-In _____ Will Pick Up _____

Fictitious Search
Fictitious Owner Search
Vehicle Search 00672
Driving Record
UCC 1 or 3 Files DR
UCC 11 Search
UCC 11 Retrieval
Courier



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 17, 2001

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32301

SUBJECT: CARDIOSTART INTERNATIONAL, INCORPORATED
Ref. Number: N98000007382

We have received your document for CARDIOSTART INTERNATIONAL INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document "Amended and Restated Articles".

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 701A00066001

Corrected

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

AMMENDED AND RESTATED
ARTICLES OF INCORPORATION

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non Profit Corporation Laws of Florida do hereby certify:

ARTICLE ONE

Name:

The name of the corporation shall be Cardiostart International, Incorporated.

ARTICLE TWO

Principal Office:

The place in this state where the principal office of the Corporation shall be located is:
512 White Oak Avenue
Brandon, Florida, 33510

ARTICLE THREE

Purpose:

The Corporation is organized exclusively for, and will be operated exclusively for, charitable, 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.

ARTICLE FOUR

Trustees:

The names and addresses of the persons who are the trustees of the corporation are as follows:

Aubyn Marath	4008 San Nicolas, Tampa, FL 33606
Charles H. A. Mulhern	512 White Oak Avenue, Brandon, Florida, 33510
Linda Kitko	1005 Bell Shoals Lane, Brandon, FL 33511

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

Election of Directors:

The manner in which Directors are elected or appointed are:

- ORIGINAL: Appointed by the Administrative Council of CardioStart International, Incorporated.
- SUCCEEDING: Elected by a majority of the sitting Board of Directors members

ARTICLE SIX

Operations:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any 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 its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 section of any future federal tax code, or (b) by a corporation, contributions to which are tax deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE SEVEN

Dissolution

Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 the 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.

ARTICLE EIGHT

Registered Agent:

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

Charles H. A. Mulhern
512 White Oak Avenue
Brandon, Florida 33510

(signed) 
Signature Registered Agent

12/17/01
date

ARTICLE NINE

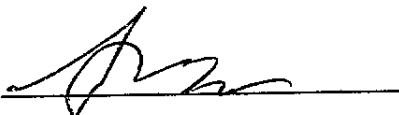
Incorporator:

The name and address of the Incorporator of these Articles of Incorporation is:

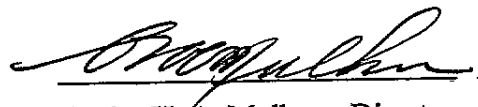
Charles H. A. Mulhern
512 White Oak Avenue
Brandon, Florida 33510

(signed) 
Signature of Incorporator

12/17/01
date


Aubyn Marath, MD President
CardioStart International

12/17/01
Date


Charles H. A. Mulhern, Director
CardioStart International

12/17/01
Date



US Office:


512 White Oak Avenue
Brandon, Florida, 33510
Tel: (813) 689.3289
Fax: (813) 685.9400
Email: Cardiostart_Intl@msn.com

UK Office

282 Riverdale Road
Erith, Kent DA8 1QE
Tel/Fax: 1322433100
Email: CstartUK1@aol.com

CERTIFICATION

This certification verifies that the attached Amended and Restated Articles of Incorporation for CardioStart International, Inc., was adopted by the Administrative Council and Board of Directors of CardioStart International, Inc., on this the 17th day of December, 2001, and that the amendment and restatement does not contain any amendments requiring member approval.


Aubyn Marath, MD, President
CardioStart International, Inc

12/17/01
date


Charles H. A. Mulhern, Director
CardioStart International, Inc

12/17/01
date

Cardiostart Inc., is a charitable non-profit organization.

A copy of the official registration and financial information may be obtained from Missouri division of Consumer Services.
Registration does not imply endorsement, approval or recommendation by the State of Missouri.