

CB 11-10

**ARTICLES OF INCORPORATION
OF**

Port Maria Hospital Restoration Foundation, Inc.

The undersigned, acting as incorporator of a corporation under the Not for Profit Corporation Act of the State of Florida, adopts the following articles of incorporation for such corporation:

ARTICLE ONE - NAME

The name of the corporation is Port Maria Hospital Restoration Foundation, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 10060 Sheridan Street, Bldg. 10, #107, Hollywood, Florida 33024.

ARTICLE THREE - CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR - PURPOSES

Port Maria Hospital Restoration Foundation, Inc. is organized as a non-profit corporation, exclusively for religious, non-profit, charitable, educational, and scientific purposes, including for such purposes, the making of distributions under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code. The general purposes for which the corporation is organized are:

1. To use donative efforts to restore, refurbish, and reconstruct healthcare institutions, as well as provide these institutions with updated and accessible equipment in order to improve healthcare internationally.
2. To establish and or maintain a resource to encourage, promote, and provide inner city youths with education through the services of music schools, workshops and seminars.
3. To use these efforts to facilitate production to showcase the talents of these youths so that they can gain advanced education and thus meaningful employment using their unique talents.
4. To use charity efforts to achieve the corporation's purpose.
5. To do anything and everything that is proper to the aforesaid purposes and which may properly be done by a charitable Corporation under the subject to the laws of Florida State, and to possess all rights and privileges, and exercise all powers, permitted to such a corporation, including, without limitation, the power to solicit grants and contributions purposes.
6. The corporation shall distribute its income for each taxable year at such time and in such manner as to subject it to tax under Section 4943 of the Internal Revenue Code; and the corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code;

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TALLAHASSEE, FLORIDA

shall not retain any excess business holdings or make any investment in such manner as to subject the corporation to tax under Section 4944 of the Code. In the event of dissolution, all the remaining assets and property shall after necessary expenses thereof, be distributed to one or more organizations exempt under 501(c)(3) of the said Internal Revenue Code or corresponding provisions of any subsequent statutes, or to the Federal government, a state or local government for a public purpose, subject and governed by applicable laws of the State of Florida.

ARTICLE FIVE- MEMBERS

The corporation has members.

ARTICLE SIX - POWER

The corporation shall have the power to acquire, take and hold, by bequest, devise, grant, purchase, exchange, lease, transfer or otherwise, any property, real, personal or mixed, without limitation as to amount or value, except such limitation, if any, as shall hereafter be specifically prescribed by law, to sell, mortgage, exchange, lease, convey, transfer or otherwise dispose of any such property; to administer, invest, and reinvest its property and to deal with and to expend the income and principal of the corporation; to borrow money; to enter into, make, perform and carry out contracts of every kind for any of the purposes herein set forth; to have one or more offices; and generally to do any and all things which may be necessary or proper in connection with its objects and purposes which may not be contrary to law, either alone or in association with other corporations, associations, firms, governmental officers or agencies, political divisions or subdivisions, or individuals; all in such manner, except as otherwise provided by law, as in the judgment of its directors will best promote its objects and purposes; and all other lawful powers of a non-profit corporation.

ARTICLE SEVEN- DISTRIBUTION

No part of the earnings of the corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purpose; the corporation shall not be authorized to engage in any conduct or to expend any portion of its revenues in any manner which would be inconsistent with maintaining its tax exempt status under Section 501(3)(c) of the United State Internal Revenue Code. Upon dissolution of the corporation, or the winding up of its affairs, the assets, after the payment of all debts, shall distributed exclusively to any organization qualified in accordance to the provisions of Section 501(c)(3) of the Internal Revenue Code as they exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. No portion of the proceeds may be distributed to any person or entity not exempt from federal income taxation pursuant to section 501(c)(3) of the Internal Revenue Code. References to Section 501(c)(3) in this article shall be understood to that section as it currently exists or as it may hereafter be amended, or any successor provisions of the Internal Revenue Code defining qualification for tax exempt status.

ARTICLE EIGHT - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is, 10060 Sheridan Street, Bldg. 10, #107, Hollywood, Florida 33024. The name of its initial registered agent at such address is Denver Silvera.

ARTICLE NINE - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is five (5). The initial principal office of the corporation shall be located at 10060 Sheridan Street, Bldg. 10, # 107, Hollywood, Florida 33024. As required under Section 617.0202(d) Florida Statutes, election of Directors is as stated in the bylaws. The initial Board of Directors shall consist of :

Denver Silvera - President
10060 Sheridan Street, Bldg.10, #107
Hollywood, Florida 33024

Cornel Silvera - Vice President
10060 Sheridan Street, Bldg.10, #107
Hollywood, Florida

Sophia Husman - Secy./Treas.
110060 Sheridan Street, Bldg.10, #107
Hollywood, Florida 33024

Vonnie McGowan - Director
1430 SW 87 Terrace
Pembroke Pines, Florida

Dr. Neil McGill - Director
1430 SW 87 Terrace
Pembroke Pines, Florida

ARTICLE TEN

The number of directors shall not be less than five.

ARTICLE ELEVEN - INCORPORATOR

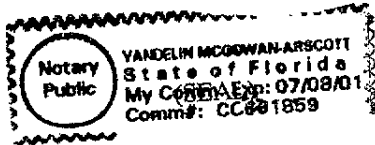
The names and address of the Incorporator is:

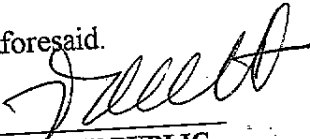
Denver Silvera - President
10060 Sheridan Street, Bldg.10, #107
Hollywood, Florida 33024
Telephone No. (954) 443-9786

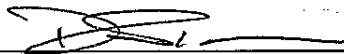
In WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 2nd day of November, 2000.

BEFORE ME, the undersign authority, this day personally appeared
Denver Silveira, who, after being duly sworn, deposes and says that the facts
and matters contained above are true and correct, and that he has executed the same for the
purposes expressed herein.

WITNESS my hand and official seal the date aforesaid.




NOTARY PUBLIC
State of Florida
My Commission Expires: 07/08/01

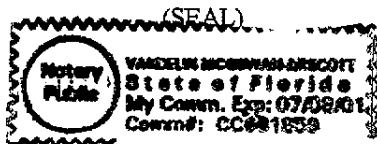

Incorporator -Denver Silvera


STATE OF Florida)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, on this 2 day of November, 2000, personally appeared DENVER Silvera to me well known to be the person described in and who signed the Foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.





NOTARY PUBLIC
State of Florida
My Commission Expires: 07/08/01

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. Port Maria Hospital Restoration Foundation, Inc. is a corporation organizing under the laws of the State of Florida, with its principal office located at 10060 Sheridan Street, Bldg. 10 Apt. 107, Hollywood, Florida 33024. Port Maria Hospital Restoration Foundation, Inc. has named Denver Silvera, whose address is 10060 Sheridan Street, Bldg. 10, #107, Hollywood, Florida 33024, as its agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.


Registered Agent:
Denver Silvera

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COUNTY OF BROWARD

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