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Gelber

AND COMPANY

CERTIFIED PUBLIC ACCOUNTANTS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ronald S. Gelber, CPA

Darlene A. Rogers, CPA

11/7/00

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PLEASE FILE THE ENCLOSED ARTICLES AND RETURN TO OUR
MIAMI ADDRESS LISTED BELOW.

THANKS,

Kew GAVE

AUTHORIZATION BY PHONE TO

CORRECT VERIFIED

DATE NOT FOR PROFIT

DOC. NO. QW 11/14/00

ARTICLES OF INCORPORATION
OF
CARIBBEAN CARDIOVASCULAR CONSULTING
SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of CARIBBEAN CARDIOVASCULAR CONSULTING SERVICES, INC. under the Florida Not for Profit Corporations Act, Florida Statutes Chapter 617, adopts the following Articles of Incorporation:

Article 1. Name. The name of the corporation is as follows:

CARIBBEAN CARDIOVASCULAR CONSULTING SERVICES, INC.

Article 2. Commencement of Existence. The existence of the corporation will commence upon the filing of these Articles of Incorporation with the Florida Department of State, Bureau of Corporations.

Article 3. Initial Registered Office and Agent. Initial Principal Office. The Street address of the initial Registered Office of the Corporation is

CHRIS AKINS
14902 SW 74th PLACE
MIAMI, FL 33158

Article 4. No Members. The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

Article 5. Not for Profit. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501©(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501 © (3) of the Code.

Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Purposes. The purposes for which the Corporation is organized are as follows: To provide onsite educational and technical support to further cardiovascular medicine in the Caribbean. To assist physicians, nursing staff and hospital administrators to build and strengthen home island cardiac programs. To provide services to promote the growth of new cardiac catheterizations labs and enhance the quality of existing programs.

Article 8. Powers. Solely for the foregoing Purposes the Corporation shall have the following powers:

- a. To exercise all rights and powers conferred by common law and the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617, that are not in conflict with those Articles, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of any such property.
- b. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to said Act.
- c. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation as are not forbidden by Section 501©(3) of the Code or any corresponding provision of any future United States Internal Revenue Law.

Article 9. Limitation. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Trustees or Officers, but the Corporation shall be authorized and empowered to pay usual, customary and reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article 7 (Purposes) hereof.

Article 10. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to corresponding provisions of any similar law subsequently enacted.

Article 11. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organization as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170©(1) or 170©(2)(B) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1), (2), or (3) of said Code.

Article 12. Board of Trustees. There shall be a Board of Trustees consisting of at least three (3) individuals. The initial Trustees are elected by the Incorporators. Thereafter, each Trustee shall be elected by majority vote of the Board of Trustees in the manner and at the times set forth in the Bylaws. Any Trustee may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Trustees.

Article 13. Officers. The Officers of the Corporation may consist of a Chairman, a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Trustees. Each officer shall be elected by majority vote of the Board of Trustees (and may be removed by majority vote of the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 14. Incorporators. The name and street address of each incorporator is as follows:

CHRIS AKINS

14902 SW 74TH PLACE

MIAMI, FL 33158

Article 15. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

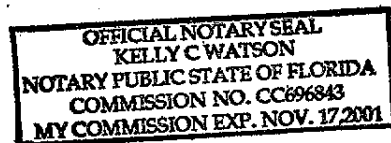
Article 16. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article 17. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Trustee and Officer, including former Trustees and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Trustees of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on 11/7/00, 2000.

X 
(Name of Incorporator)

- IN WITNESS WHEREOF,
I have signed by name and affixed
my official notary seal this
day of November, 2000
Kelly C Watson
Notary Public



CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes Chapter 617 the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida.

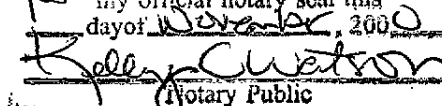
1. The name of the Corporation is: CARIBBEAN
CARDIOVASCULAR CONSULTING SERVICES, INC.
2. The name and address of the registered agent and registered office are:

I, the undersigned person, having been named as registered agent and to accept services of process for the above stated corporation at the place designated in this statement, 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.

DATE: 11/7/00

✓ 

(Name of Registered Agent)

IN WITNESS WHEREOF,
I have signed by name and affixed
my official notary seal this
day of November, 2000

Notary Public

