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1938 - 2000

* BOARD CERTIFIED IN REAL ESTATE

Certified Mail - Return Receipt Requested

December 8, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Thoracic & Cardiovascular Research, Inc.

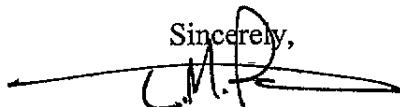
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*****78.75 *****78.75

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation of **Thoracic & Cardiovascular Research, Inc.** Please file the Articles of Incorporation and return to me the certified copy. Enclosed is our firm's check in the amount of \$78.75 for the filing, registered agent and certified copy fees.

If you have any questions, please call me immediately.

Sincerely,



L.M. Ploucha

EFFECTIVE DATE
12-07-00

LMP/nlc

Enclosures

cc: Donald B. Williams, M.D. (w/encl.)
Ernest Turner, C.P.A. (w/encl.)

12-18

ARTICLES OF INCORPORATION
THORACIC & CARDIOVASCULAR RESEARCH, INC.
(a corporation not for profit)

FILED
00 DEC 12 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is THORACIC & CARDIOVASCULAR RESEARCH, INC.

ARTICLE II

PURPOSE

EFFECTIVE DATE
12-07-00

1. The purpose of the corporation is to conduct medical research that investigates and experiments with drug testing and correlates the results of retrospective studies of surgical outcomes of such procedures as, but not limited to, heart valve repair and laser revascularization. The medical research will be conducted by surgeons practicing in the surgical service departments of Mount Sinai Medical Center of Greater Miami, Miami Beach, Florida. The results and findings of the research activity will be maintained in a medical data base, published in medical publications and made available to the general medical profession through a variety of media. The corporation shall receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereunder set forth, use and apply the whole or any part of the income therefrom pursuant to applicable federal and state law; solicit and receive gifts, bequests, donations, contributions, conveyances, deeds of real estate, stocks, securities or commodities and devises of monies and properties and use and apply the net income and principal exclusively and, in furtherance of the undertakings of the corporation pursuant hereto; receive, own, hold, administer, distribute and dispose of properties of all kinds, whether real, personal or mixed, and whether acquired by gift,

bequest, devise, purchase or otherwise; borrow monies and do and perform all lawful acts necessary, suitable and proper for the purposes hereinbefore enumerated. All sums of money, property, securities and commodities and contributions and donations of every kind shall be considered as permanent funds and used and applied to the purposes and uses above enumerated; provided, however, all contributions and donations shall be spent by the corporation for medical research by January 1st of the fifth calendar year which begins after the date any such contribution is made.

2. No part of the earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation, or any other person (except that the corporation may pay reasonable compensation to its Directors and Officers for services rendered to or on behalf of the corporation and may make other payments and distributions in furtherance of one or more of its purposes), and no Director or Officer of the corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. The corporation shall not engage in any act of self dealing, as defined in section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944, so as to give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d), which would give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

6. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

ARTICLE III

MEMBERS

The qualification of members and the manner of their admission shall be determined under and pursuant to the Bylaws of the corporation.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.
Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020-4517

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time as determined under and pursuant to the Bylaws of this corporation. However, the corporation shall have no less than three (3)

Directors at any time. The method of election or appointment of Directors shall be stated in the Bylaws of this corporation. The initial Directors shall be:

Donald B. Williams, M.D.
c/o Mount Sinai Medical Center
4300 Alton Road
Miami Beach, FL 33140

S. Howard Wittels, M.D.
c/o Mount Sinai Medical Center
4300 Alton Road
Miami Beach, FL 33140

Sylvia Bolivar
c/o Mount Sinai Medical Center
4300 Alton Road
Miami Beach, FL 33140

ARTICLE VI

BYLAWS

The Bylaws of this corporation shall initially be adopted by its Directors, and shall thereafter be adopted, amended or repealed by its Directors or its members under and pursuant thereto.

ARTICLE VII

DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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.

ARTICLE VIII

MAILING ADDRESS AND PRINCIPAL OFFICE

The corporation's initial principal office and mailing address is:

4300 Alton Road
Miami Beach, FL 33140

ARTICLE IX

COMMENCEMENT DATE

Corporate existence will commence on December 7, 2000.

ARTICLE X

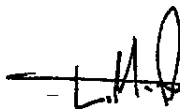
INCORPORATOR

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

L.M. Ploucha, Esq.
Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020-4517

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Dated: 12/7, 2000



L.M. PLOUCHA

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of Florida law applicable to said designation.



L.M. PLOUCHA

FILED
00 DEC 12 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA