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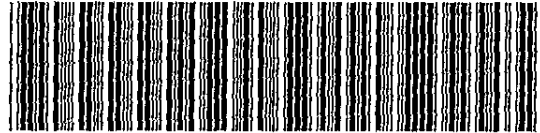
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TALLAHASSEE, FLORIDA

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Have A Heart And Heal One

3435 Hayes Street, Hollywood, Florida 33021

Board of Directors :

United States: Dr. Richard Perryman . Dr. Gerald Lavandosky . Rudolph McGlashan . Gwendolyn Grant . Marva Lewinson

Jamaica: Dr. Patricia Yap . Dr. Lambert Innis

January 5, 2005

Ms. Tracy Smith
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Ref. Number: N04000006347, Letter Number: 404A00064979

Dear Ms. Smith,


Per your letter dated November 15, 2004 and our subsequent phone conversation, I am hereby remitting the amended Articles of Incorporation for Jamaican Children's Heart Fund, Inc. with the requested changes.

Article IV has been amended to reflect "there are no members, or no members entitled to vote".

Article XIII has been amended to reflect the bylaws may be altered, amended and repealed subject to the majority approval of the directors as provided in the bylaws.

If there are any further questions concerning this document, please call 305-218-0756.

Regards,


Gwendolyn Grant
Director



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 15, 2004

JAMAICAN CHILDREN'S HEART FUND. INC.
3435 HAYES ST
HOLLYWOOD, FL 33021

SUBJECT: JAMAICAN CHILDREN'S HEART FUND INC.
Ref. Number: N04000006347

We have received your document for JAMAICAN CHILDREN'S HEART FUND INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 404A00064979

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JAMAICAN CHILDREN'S HEART FUND, INC.
(DOCUMENT NO. N04000006347)

FILED
05 JAN 10 AM 9:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

In accordance with Sections 617.1006 and 617.1007, Florida Statutes, the undersigned corporation, JAMAICAN CHILDREN'S HEART FUND INC., pursuant to a resolution adopted by its board of directors, adopts and files the following Amended and Restate Articles of Incorporation:

ARTICLE I – NAME

The name of the Corporation is JAMAICAN CHILDREN'S HEART FUND INC. (hereinafter, "Corporation").

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 3435 Hayes Street, Hollywood, Florida 33021.

ARTICLE III – PURPOSES

This Corporation shall be organized and operated exclusively for charitable and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code").

Without limiting the foregoing, the Corporation shall be organized and operated for the following purposes:

- a. To relieve distress and suffering caused by poverty, illness and disability of children and other persons who reside in the Caribbean and suffer from cardiovascular disease;
- b. To perform cardiovascular surgery and pay the costs for such surgery, including costs of hospitalization, treatment, room and board, for children and other persons who reside in the Caribbean and who cannot afford the costs of such surgery;
- c. To raise funds for the purchase of hospital equipment;
- d. To act as a cultural liaison for residents of the Caribbean who travel to the United States for cardiovascular surgery;
- e. To provide education and training in pediatric cardiovascular disease management for surgeons, nurses, and technicians in the United States and in the Caribbean.

- f. To travel to the Caribbean to provide medical and surgical care for indigent children suffering from cardiovascular disease;
- g. In general, to engage in all activities necessary, incidental and proper to accomplish the charitable and scientific purposes and objectives of the Corporation.

The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of 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 Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

If it is intended that the Corporation shall have the status of an organization exempt from federal income taxation under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

In the event the Corporation at any time is determined to be a private foundation as defined in section 509(a) of the Code, the income of the Corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under section 4942 of the Code; and during each taxable year to which such determination applies, the Corporation shall not engage in any act of self-dealing, or retain any excess business holding, or make any taxable expenditures as defined in sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under section 4944 of the Code.

ARTICLE IV – DIRECTORS/MANNER OF ELECTION

The affairs of the Corporation shall be managed by a Board of Directors; consisting of the officers of the Corporation and two at large directors. The officers and directors as provided in the Bylaws shall elect the directors of the Corporation. There are no members or members entitled to vote.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 1371 Bayview Circle Weston, FL 33326 and the registered Agents name at that address is Gwendolyn P. Grant.

ARTICLE VI – INCORPORATOR

The name of its incorporator is Gwendolyn P. Grant and the street address of the incorporator of the Corporation is 1371 Bayview Circle Weston, FL 33326.

ARTICLE VII – OFFICERS/DIRECTORS

The initial officer(s) and/or director(s) of the corporation is/are as follows:

- a. Dr. Richard A Perryman, Chairman
982 Sanibel Drive
Hollywood, FL 33019, USA
- b. Dr. Gerald Lavandosky, V. Chairman
12500 SW 34 Place
Davie, FL 33330, USA
- c. Dr. Patricia Yap, Director
C/O 982 Sanibel Drive
Hollywood, FL 33019, USA
- d. Dr. Lambert Innis, Director
C/O 982 Sanibel Drive
Hollywood, FL 33019, USA
- e. Mr. Rudolph McGlashan, Director
1101 Brickell Avenue, Suite 1000N
Miami, FL 33326, USA
- f. Mrs. Gwendolyn Grant, Director
1371 Bayview Circle
Weston, FL 33326, USA

ARTICLE VIII – EFFECTIVE DATE/DURATION

The effective date for this Corporation shall be June 21, 2004. The duration/term of the Corporation is perpetual.

ARTICLE IX – POWERS

Solely for the foregoing purposes, the Corporation shall have the following powers:

- a. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including but not limited to those powers set forth in Florida Statutes Chapter 617 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, property and the income, principal and proceeds of such property.
- b. To make grants and otherwise distribute funds to organizations exempt from the payment of federal income tax under section 501(a) of the Code and describe in section 501(c)(3) of the Code.

- c. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which not for profit corporation may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.
- d. 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 set forth herein and which are consistent with its status as an organization described in section 501(c)(3) of the Code.

ARTICLE X – ADDITIONAL LIMITATIONS AND REQUIREMENTS

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 net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to any members, employees, directors, officers, or any other private person, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. If the Corporation enters into a compensation arrangement with or transfers property to a disqualified person, as defined in the Code, or allows a disqualified person the right to use property or provides any other benefit or privilege to a disqualified person, such arrangements shall not occur unless they are permissible under the law, these Articles and Section 4958 of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE XI – DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation by distribution those assets exclusively for the proposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such proposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – OFFICERS

The officers of the Corporation shall be the President, Vice President, the secretary, the Treasurer, and such other officers and assistant officers as may be provided for in the Bylaws or by resolution of the Board of Directors. The elections of each officer shall be made by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law. Officers must be directors of the Corporation.

ARTICLE XIII – BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or repealed by the Board of Directors, subject to the majority approval of the directors, as provided in the Bylaws.

ARTICLE XIV – AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them. The procedure for amending the Articles of Incorporation shall be as provided in the Bylaws as the same may be amended from time to time, and as required under Florida law.

ARTICLE XV – INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617, and as set forth in the Bylaws of the Corporation. It is intended that the officers and directors of the Corporation be immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

CERTIFICATE REQUIRED BY SECTION 617.1007, FLORIDA STATUTES

In accordance with Section 617.1007(3), Florida Statutes, the Corporation certifies that the foregoing Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation of Jamaican Children's Heart Fund, Inc. dated June 21, 2004 and filed with the Secretary of State on June 25, 2004 ("Prior Articles") as follows:

1. Article I of the Prior Articles was deleted and replaced with Article I of the Amended and Restated Articles of Incorporation.
2. Article II of the Prior Articles was deleted and replaced with Article II of the Amended and Restated Articles of Incorporation.
3. Article III of the Prior Articles was deleted and replaced with Article III of the Amended and Restated Articles of Incorporation.
4. Article IV of the Prior Articles was deleted and replaced with Article IV of the Amended and Restated Articles of Incorporation.
5. Article V of the Prior Articles was deleted and replaced with Article V of the Amended and Restated Articles of Incorporation.
6. Article VI of the Prior Articles was deleted and replaced with Article VI of the Amended and Restated Articles of Incorporation.
7. Article VII of the Prior Articles was deleted and replaced with Article VII of the Amended and Restated Articles of Incorporation.
8. Article VIII of the Prior Articles was deleted and replaced with Article VIII of the Amended and Restated Articles of Incorporation.

9. Article IX - XV were added to the Articles of Incorporation of the Corporation.

The amendments described above were adopted pursuant to Section 617.1002, Florida Statutes, at an annual meeting of the directors held on October 16, 2004, 2004, and the number of votes cast for the amendments were sufficient for approval.

Date: October 20, 2004


Gwendolyn Grant, Director