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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ~~KIDKID~~ KIDS T.L.C. CORP.

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ARTICLES OF INCORPORATION OF
KIDS T.L.C. CORP.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1.
NAME AND PRINCIPAL OFFICE

The name of the Corporation is: KIDS T.L.C. CORP.
The address of the principal office is: 9805 S.W. 125 Avenue, Miami, FL 33186.

Article 2.
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. 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 Members, Trustees or Officers, except to the extent permissible under law.

Article 3.
DURATION

The duration (term) of the Corporation is perpetual.

Article 4.
PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To help Latin American kids with heart diseases
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, 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, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

These Articles of Incorporation
Prepared by:
Charles Garcia, Esq.
Florida Bar No: 0462100
Garcia, Perez-Siam & Grueninger
265 Sevilla Avenue
Coral Gables, Florida 33134

(305) 447-6609

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Article 5.
LIMITATION

- A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, or Officers, 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 in Article 4 (Purposes) hereof.
- B. Said organization is organized exclusively for charitable, religious, 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.
- C. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- D. Upon the dissolution of the organization, assets shall be distributed for 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 6.
MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the right and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such

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manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
1. Andres E. Dielingen, Jr.	9805 S.W. 125 Avenue, Miami, FL 33186
2. Marianella Dielingen	9805 S.W. 125 Avenue, Miami, FL 33186
3. Andreina Dielingen	9805 S.W. 125 Avenue, Miami, FL 33186

Article 7.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 265 Sevilla Avenue, Coral Gables, FL 33134 and the name of its initial Registered Agent at that address is Carlos Garcia, Esq.

Article 8.

INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
1. Andres E. Dielingen, Jr.	9805 S.W. 125 Avenue, Miami, FL 33186
2. Marianella Dielingen	9805 S.W. 125 Avenue, Miami, FL 33186
3. Andreina Dielingen	9805 S.W. 125 Avenue, Miami, FL 33186

Article 9.

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

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	Name	Address	Title
1.	Andres E. Dielingen, Jr.	9805 S.W. 125 Avenue, Miami, FL 33186	President
2.	Marianella Dielingen	9805 S.W. 125 Avenue, Miami, FL 33186	Vice President
3.	Andres E. Dielingen, Jr.	9805 S.W. 125 Avenue, Miami, FL 33186	Secretary
4.	Martin R. Landa	9805 S.W. 125 Avenue, Miami, FL 33186	Treasurer

Article 10.
INCORPORATORS

The name and address of each Incorporator is as follows:

	Name	Address
1.	Carlos Garcia, Esq.	265 Sevilla Avenue, Coral Gables, FL

Article 11.
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 12.
AMENDMENT

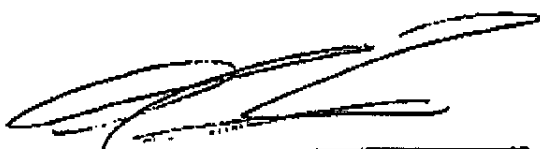
The Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article 13.
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have signed these Article of Incorporation on this 27th day of August, 1998.

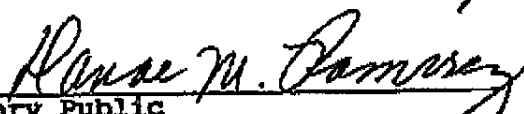
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 Incorporator

State of Florida }
 County of Dade }

Before me personally appeared Andres E. Dielingen, Jr., to me well known and known to me to be the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 27th day of August, 1998 in the aforesaid County and State.


 Notary Public

My Commission Expires:


ACCEPTANCE BY REGISTERED AGENT



The undersigned hereby accepts the appointment as Registered Agent of Kids T.L.C. Corp., which is contained in the foregoing Articles of Incorporation.

Dated this 27th day of August, 1998.

REGISTERED AGENT


 Carlos Garcia, Esq.

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 TALLAHASSEE, FLORIDA

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