

Share Holder's Agreement
AMENDMENT #4

The purpose of this amendment is to protect the vested interest of the stock holders in the corporation's Patent Rights (PR), dealing with heart assist devices. The (PR) are owned by Gold Medical (GM) in accordance with the terms of a license agreement with Mr. Goldowsky, dated June 24, 2005. If Gold Medical should become insolvent, dissolved, bankrupt or other situation exists that results in the transfer of these Patent Rights back to Mr. Goldowsky, then it is resolved that:

1. If a new corporation is formed that owns the Patent Rights, each share holders shall individually own the same percentage of the (PR) as had existed in (GM).
2. If in the future, Goldowsky obtains ownership of the Patent Rights and receives financial gain by the licensing or sale of the (PR), each stock holder is entitled to a portion of the net proceeds identical to their percentage ownership of (GM) stock.

The definition of net proceeds is gross proceeds less deferred salary owed Mr. Goldowsky. This dates to year 2000 and is approximately \$800,000.

Passed by the Board of Directors this day of January 19, 2006

Signed: Michael Goldowsky
Michael Goldowsky, Chairman and CEO