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PICK-UP WAIT MAIL

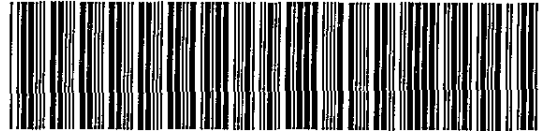
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03 JAN 27 PM 2:13
DIVISION OF REVENUE
STATE OF NEW YORK

COOK 34756

SMITH JAN 27 2003

TRANSMITTAL LETTER

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

SUBJECT: Florida Heart Research Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

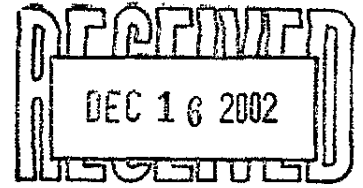
FROM: Kathleen T. DuCasse
Name (Printed or typed)

801 Arthur Godfrey Rd 5th Floor
Address

Miami Beach, Florida 33140
City, State & Zip

305-674-3020
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 11, 2002

KATHLEEN T. DUCASSE
801 ARTHUR GODFREY RD 5 FLOOR
MIAMI BEACH, FL 33140

SUBJECT: FLORIDA HEART RESEARCH FOUNDATION, INC.
Ref. Number: W02000034756

We have received your document for FLORIDA HEART RESEARCH FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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
New Filing Section

Letter Number: 602A00065631

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 27 AM 11:41

RECEIVED

**ARTICLES OF INCORPORATION
OF
FLORIDA HEART RESEARCH FOUNDATION, INC.**

SECTION OF STATE
DIVISION OF CORPORATIONS
03 JAN 27 PM 2:13

ARTICLE I

The name of this corporation is FLORIDA HEART RESEARCH FOUNDATION, INC.

ARTICLE II

This corporation is a not-for-profit corporation in accordance with Chapter 617 of the Florida Statutes.

This corporation is organized and operated exclusively for scientific, educational, and charitable 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 of 1986, as amended (or the corresponding section of any future federal tax code). Without limiting the generality of the foregoing, the purposes of the corporation are to advance, promote, fund, and support cardiovascular disease research, education and prevention within the State of Florida, and to do any and all acts that are necessary, proper, useful, incidental, or advantageous to those purposes. Those purposes include, but are not limited to:

1. To receive funds from the sale of the Florida Heart Research license plate tags.
2. To administer and award grants for cardiovascular research, education and prevention.
3. To do all things and to transact all business incidental to or in any way connected with said purposes.

ARTICLE III

This corporation is not organized for the pecuniary profit of any individual, corporation, or other entity. The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, net earnings, or profits of this corporation may be distributed to, or may inure to the benefit of, its members, trustees, or other private persons except that reasonable compensation may be paid for services rendered to or for the corporation and payments and distributions may be made in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of this corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. This corporation shall have all of the powers permitted to a not-for-profit corporation under Florida law, subject only to limitations imposed by these Articles of Incorporation, the Bylaws, and

applicable law. Notwithstanding those powers and any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code), or (b) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code).

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

This corporation shall be governed by a Board of Trustees which shall be comprised of individuals serving on the Executive Committee of the Board of Trustees of Miami Heart Research Institute, Inc. The Board of Trustees shall have the power to adopt, alter, amend, and repeal Bylaws for the governance of this corporation containing such provisions, not inconsistent with the Articles of Incorporation, as it may deem necessary or appropriate for the regulation and management of the affairs of this corporation.

ARTICLE VI

Upon the dissolution of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). The assets shall be distributed to an organization operating in the state of Florida that then satisfies that criteria or to a state or local government for a public purpose, as determined by the Board of Trustees. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

This corporation is incorporated by Kathleen T. DuCasse, whose address is Fifth Floor, 801 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE VIII

The principal office and mailing address of this corporation shall be: Fifth Floor, 801 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE IX

The street address of the initial registered agent and registered office of this corporation shall be:

Kathleen T. DuCasse
Fifth Floor
801 Arthur Godfrey Road
Miami Beach, Florida 33140

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Kathleen T. DuCasse
Kathleen T. DuCasse

IN WITNESS WHEREOF, I, the undersigned Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under Florida law, have executed these Articles of Incorporation on this 9TH day of JANUARY, 2003.

Kathleen T. DuCasse
Kathleen T. DuCasse

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

03 JAN 27 PM 2:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The foregoing instrument was acknowledged before me on the 9TH day of JANUARY, 2003, by Kathleen T. DuCasse, who is personally known to me.

N. R. Cavalie
Notary Public, State of Florida

N. R. CAVALIE
Printed Name

