

Marie Golding
1200 NE 9th Street, Unit 100
North Miami Beach, FL 33179

L02000022193

August 26, 2002

Via FedEx

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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RE: HEARTBEAT OF THE CARIBBEAN, LLC.

Dear Sir or Madam:

L02-22193

Enclosed are the following documents for filing with the Florida Department of State:

1. Duplicate originals of the ARTICLES OF ORGANIZATION with attached Certificate Designating Registered Agent and Registered Office of HEARTBEAT OF THE CARIBBEAN, LLC; and
2. Check No. 4250 made payable to the Florida Department of State representing fees for initial filing, registered agent designation and certified copy.

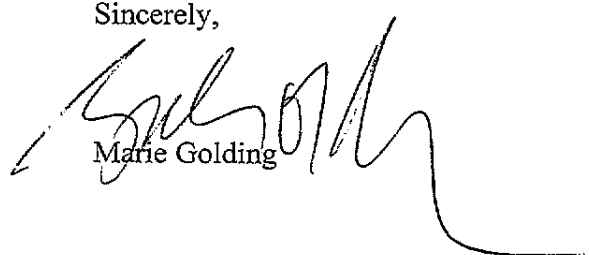
Please return the certified copy to me at your earliest convenience.

If you should have any questions, please do not hesitate to contact me at 305-529-1500.

Thank you for your courtesies.

Sincerely,

Marie Golding



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Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
HEARTBEAT OF THE CARIBBEAN, LLC.**

FIRST: The name of the Limited Liability is HEARTBEAT OF THE CARIBBEAN, LLC.

SECOND: The period of duration for the Limited Liability Company shall be perpetual.

THIRD: The mailing address and street address of the principal office of this Limited Liability Company is 5397 Orange Drive, Suite 205, Davie, FL 33314.

FOURTH: The street address of the initial Registered Office is 5397 Orange Drive, Suite 205, Davie, FL 33314, and the name of the initial Registered Agent of this Limited Liability Company at that address is **Winsome Charlton**.

FIFTH: The Limited Liability Company is to be managed by a Manager.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 26th day of August, 2002.

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 27 AM 10:48**


**WINSOME CHARLTON,
Authorized Representative**

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

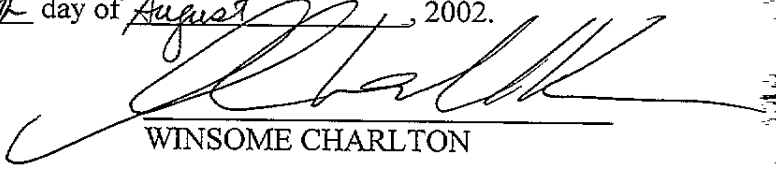
The name of the Limited Liability Company is: HEARTBEAT OF THE CARIBBEAN, LLC.

The name of the registered agent is: WINSOME CHARLTON.

The address of the registered office is: 5397 Orange Drive, Suite 205, Davie, FL 33314

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate Designating Registered Agent and Registered Office this 26th day of August, 2002.


WINSOME CHARLTON