

NO10000001660

February 23, 2001

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE
03/09/01

Subj: Incorporation of, JOYFUL HEARTS, INC.

Dear Sir,

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-03/06/01--01035--010
*****78.75 *****78.75

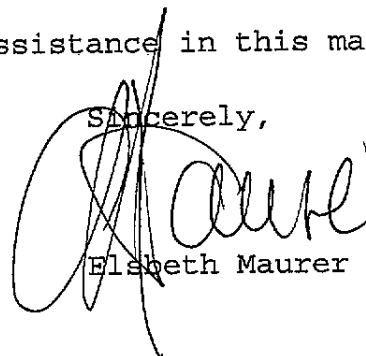
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of the Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937, telephone number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,


Elisabeth Maurer

FILED
01 MAR -6 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JOYFUL HEARTS, INC.

ARTICLE I. NAME

The name of this corporation is

JOYFUL HEARTS, INC.

ARTICLE II. DURATION

The effective date of this corporation is March 9, 2001
and it shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of:

1. The Corporation is organized exclusively for
charitable, religious, literacy, scientific and educator
purposes, the making of distributions to organizations that
qualify as exempt organizations under Section 501(c) (3) of
such Code.

2. No part of the earnings of the Corporation shall
insure to the benefit of, or be distributable to its
directors, officers, or other private persons, except that
the Corporation shall be authorized and empowered to pay
reasonable compensations for services rendered and to make
payments and distributions in furtherance of the purposes set
forth in these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3. No substantial part of the activities of the Corporation, shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding and 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 Internal Revenue Code, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

5. Upon the dissolution of the corporation, 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 so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the

corporation 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.

ARTICLES IV. MEMBERS AND DIRECTORS

The qualifications of members and directors are the manner of admission of members together with the manner of election or appointment of directors shall be regulated by the bylaws.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is State of Joy, 909 Preakness Place, Rockledge, Florida 32955 and the name of the initial registered agent of this corporation at that address is RICHARD MULLER.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three. The names and addresses of the initial directors of this corporation are:

ELSBETH MAURER	PHILIP R. THOMPSON	DIANE WINSTON
909 Preakness Pl.	897 Yorktown Dr.	250 S. Sykes Creek Pkwy.
Rockledge, FL	Rockledge., FL	Merritt Island, FL
32955	32955	32952

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at State of Joy 909 Preakness Place, Rockledge, Florida 32955 and the mailing address of the corporation is State of Joy 909 Preakness Place, Rockledge, Florida 32955.

ARTICLE VIII. INCORPORATOR

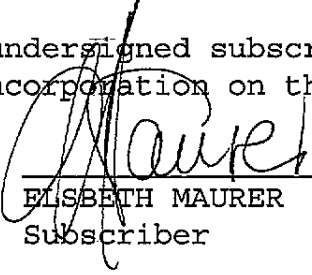
The name and address of the person signing these articles are:

Elsbeth Maurer
909 Preakness Place
Rockledge, FL 32955

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the members subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 23rd day of February, 2001.



ELSBETH MAURER
Subscriber

STATE OF FLORIDA
COUNTY OF BREVARD

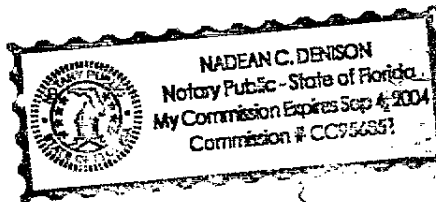
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Elsbeth Maurer to me known to be the person described as subscriber in and who executed the forgoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal on the County and State named above this 23 day of February, 2001.

FL/DL

11660-200-61-582

Nadean C. Denison
Notary Public



DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That JOYFUL HEARTS, INC., desiring to organize under the laws
of the State of Florida, with its principal office at State of
Joy, 909 Preakness Place, Rockledge, Brevard County, Florida
32937, has named RICHARD MULLER, located at 909 Preakness Place,
Rockledge, Brevard County, Florida 32937, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate,
the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the
designated office open.



RICHARD MULLER
Registered Agent

FILED
01 MAR -6 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA