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Account Number : I20030000123
Phone : (305) 461-9500
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STATE
TALLAHASSEE FLORIDA

2005 DEC 16 AM 11:29

FLORIDA NON-PROFIT CORPORATION

ZAIN'S HEART FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
ZAIN'S HEART FOUNDATION, INC.

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STATE OF FLORIDA
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a not for profit corporation under the laws of the State of Florida, under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes:

ARTICLE I. NAME

The name of the corporation is ZAIN'S HEART FOUNDATION, INC.

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. NATURE OF BUSINESS

The corporation is a not for profit corporation. The purpose for which the corporation is organized is for the charitable benefit of children with a special heart condition in need of medical services, such further requirements detailed in the By-Laws and Rules & Regulations of the Corporation, by the distribution of its funds for such purpose.

(a) The specific and primary purposes for which the Corporation is formed are to operate for the benefit of children with a special heart condition and for other charitable purposes, as more fully defined in the Bylaws, by the distribution of its funds for such purposes.

(b) The general purposes for which this Corporation is formed are to operate exclusively for such charitable purpose as will qualify it as an exempt organization under Section 501(a) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV. MEMBERSHIP

The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the Bylaws.

Andrew Cuevas, Esq., Florida Bar Number: 992569, Law Offices of Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, Florida 33134; Phone (305) 461-9500; Fax (305) 448-7300

ARTICLE V. PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation is 6301 Hollands Avenue, Suite 2807, Miami, Florida, 3314.

The name of its initial registered agent is Andrew Cuevas, Esq., whose address is the Law Offices of Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, FL 33134.

ARTICLE VI. DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The initial number of directors of the corporation shall be three (3), which may be increased from time to time by the Bylaws adopted by the members but there shall never be less than three (3) directors.

The Directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on November 1, 2006, at 536 Biltmore Way, Coral Gables, FL 33134, at 8:00 p.m. at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 1 year. Annual meetings shall be held on the first Monday in February of each year at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

<u>Name:</u>	<u>Address:</u>
Gina Babb	6301 Hollands Avenue, Suite 2807, Miami, Florida, 3314
Steve Savage	6301 Hollands Avenue, Suite 2807, Miami, Florida, 3314
Astra Babb	6301 Hollands Avenue, Suite 2807, Miami, Florida, 3314

Andrew Cuevas, Esq., Florida Bar Number: 992569, Law Offices of Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, Florida 33134; Phone (305) 461-9500; Fax (305) 448-7300

ARTICLE VII. SUBSCRIBER

The name of the subscriber is Andrew Cuevas, Esq., whose address is the Law Offices of Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, FL 33134.

ARTICLE VIII. INITIAL OFFICERS AND DIRECTORS

The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the Bylaws of this Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Gina Babb	President/Secretary	6301 Hollands Avenue, Suite 2807, Miami, Florida, 3314
Astra Babb	Vice President	6301 Hollands Avenue, Suite 2807, Miami, Florida, 3314
Steve Savage	Treasurer	6301 Hollands Avenue, Suite 2807, Miami, Florida, 3314

ARTICLE IX. BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the Bylaws.

ARTICLE X. PROPERTY OF CORPORATION

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI. DISSOLUTION OF CORPORATION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE XII. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 15th day of December, 2005, and has acknowledged and filed in the Office of the Secretary of State of Florida as Subscriber of ZAIN'S HEART FOUNDATION, INC, for the purpose of forming this not for profit charitable corporation under the Laws of Florida


CORPORATE SUBSCRIBER


STATE OF FLORIDA)
SS)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared Andrew Cuevas, Esq., who is personally known by me, and as the person described as Subscriber in and who executed the foregoing Articles of Incorporation for ZAIN'S HEART FOUNDATION, INC.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this December 15, 2005.


(signature) NOTARY PUBLIC, State of Florida
Commission _____

(Name of Notary typed, printed or stamped)

NOTARY PUBLIC-STATE OF FLORIDA
 Peter Velasco
Commission # DD400749
Expires: FEB, 28, 2009
Bonded Thru Atlantic Bonding Co., Inc.

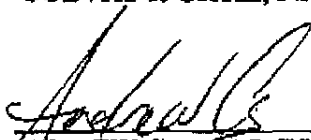
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ACCEPTANCE:

I agree as Resident Agent of ZAIN'S HEART FOUNDATION, INC, to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.

CUEVAS & ORTIZ, P.A.

BY:


ANDREW CUEVAS, ESQ.

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