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(Address)

(Address)

TALLAHASSEE, FL 32301 425 5000

(City/State/Zip/Phone #)



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MAIL

MICHAEL ABT, JR. HAVE-A-HEART FOUND

(Business Entity Name)

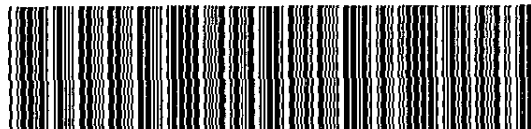
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5-9-06
202

ARTICLES OF INCORPORATION

OF

MICHAEL ABT, JR. HAVE-A-HEART FOUNDATION, INC.

FILED
06 MAY -9 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby form the Michael Abt, Jr. Have-A-Heart Foundation, Inc., a Florida not-for-profit corporation, and adopt the following Articles to be filed with the Florida Department of State.

ARTICLE I

NAME AND LOCATION OF PRINCIPAL OFFICE

Section 1. Name. The name of this corporation shall be the Michael Abt, Jr. Have-A-Heart Foundation, Inc. It will be referred to herein as the Corporation or the Foundation as the context requires.

Section 2. Location of Principal Office. The location of the principal office of the Foundation shall be at 6780 85th Street, Vero Beach, Florida 32967, or such other location as may be from time to time designated by the Board of Directors.

ARTICLE II

DURATION AND PURPOSES

Section 1. Duration. The life of this Corporation shall be perpetual.

Section 2. Purposes. This Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue laws), including all purposes permitted by the laws of Florida for not-for-profit corporations that are not in conflict with Section IRC §501(c)(3) and shall specifically include, but not be limited to, the following:

- a. Receiving grants, donations of money or funds from any source in furtherance of the purposes hereof including, but not limited to, the purchase of automatic emergency defibrillators ("AEDs") for placement in schools under conditions to be established by the Board to include reasonable requirements that AEDs will only be donated to schools who agree to criteria including, but not limited to, placement location, visibility, scheduled training sessions per semester, battery checks, maintenance and adopting the Foundation's Plan of Action, "Always Respond With An AED in Hand" based upon empirical data that each minute elapsed after Sudden Cardiac Arrest ("SCA") decreases chance of survival 10 percent;

- b. Training and maintenance programs for the AEDs the Foundation distributes to qualified recipients;
- c. Further education for school health aids;
- d. Promotion of CPR training programs for schools;
- e. Providing manuals approved by the Florida Hospital Foundation and other related organizations within and without the State of Florida to schools;
- f. Promoting awareness of Sudden Cardiac Arrest (SCA) in school age children, teachers and administrators especially in the K-12 education system;
- g. Dissemination of educational information to other organizations, public or private, with similar goals;
- h. Promoting grassroots support for a requirement that University or other researchers specializing in cardiac research and medicine, as opposed to general medical examiners who may not be well versed in cardiac medicine, be the preferred first responder to perform autopsies on children six to seventeen years of age with cause of death unknown in furtherance of studying and understanding the nature and causes of SCA and other cause of death unknown cases;
- i. Promoting AEDs and training to first response vehicles and operators such as fire and rescue trucks, sheriffs, police and other first responders; and
- j. to do all and everything, including the making and carrying out contracts and deeds necessary and suitable and proper for the accomplishment of these purposes and the furtherance of said purposes herein set forth and as may be otherwise authorized by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental and pertaining to or growing out of or connected with the aforementioned purposes or any part or parts thereof.

ARTICLE III

POWERS

Section 1. Non-Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable, documented expenses, including specifically reasonable compensation and expenses for attendance at directors meetings by its directors, officers, corporate counsel or other public or private persons whose attendance is requested by the Board; and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2. Non-Intervention in Political Activities. This Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof with respect to legislative matters, elections or referendums. Notwithstanding this provision, the Members of the Corporation may participate in activities to provide

information to representatives of the executive and legislative branches of the government of the State of Florida and the United States and similar bodies in other states and internationally, including the United Nations, in connection with existing statutes, proposed legislation, rule, resolution or other official or unofficial action impacting or potentially impacting the Corporation or its ability to effectively pursue its charitable and public purposes; and, in addition to corporate counsel who shall be so designated, may designate one or more of its officers or directors as representatives before state, local or federal agencies or legislatures, as provided in Section 112.3215, Florida Statutes, or corresponding local or federal laws.

Section 3. Non-Involvement in Member Affairs. This Foundation shall not have as an objective, purpose or function, nor shall it have the power to engage in any activity respecting its members' individual sales and marketing functions, or independent decisions with respect thereto, nor to effect any type or cooperation by, between or among, this Foundation and its members which may violate antitrust laws, or effect, or attempt to influence any member in any such cooperative activity. All activity in violation of this provision is expressly prohibited and shall not be binding on the members of this Foundation.

Section 4. Restrictions on Powers. Notwithstanding any other provision of these Articles, the Foundation 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the Corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

MEMBERSHIP

Section 1. Nature of Membership. There shall be two classes of members: Active and Sustaining.

Section 2. Active Members. Active members shall be the only voting members and shall be the members of the Board of Directors of the Corporation as from to time elected pursuant to the by-laws of the Corporation. The initial active members shall be as set forth in Article V, below.

Section 3. Sustaining Members. Sustaining members shall mean any person or entity that makes a contribution to the Foundation as set forth in the by-laws of the Foundation. Sustaining members shall not be entitled to vote on any matter affecting the Corporation but shall otherwise be afforded all rights and privileges as set forth in the by-laws of the Corporation and may hold corporate office other than Board of Director offices and may act as professional advisors to the Corporation.

ARTICLE V

BOARD OF DIRECTORS

The lawful authority and powers of this Foundation shall be exercised by, and its business shall be conducted and carried on by, or be authorized to be conducted and carried on by, a Board of not less than three (3) nor more than fifteen (15) Directors. The officers of the Foundation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board shall have the authority to appoint an Executive Committee, all of the members of which shall be members of the Board and/or officers, and to delegate any of its powers to the Executive Committee which shall exercise said powers subject to the supervision of the full Board. Only members of the Board shall have voting rights. The members of the board shall be elected in accordance with the by-laws of the Foundation. The names and addresses of the members of the Board who shall serve until the first election are as follows:

Michael C. Abt, Sr.	Taffi Abt	Nichole Watson	Joshua Abt
6780 85 th Street	6780 85 th Street	6650 85 th Street	6780 85 th Street
Vero Beach, FL 32967	Vero Beach, FL 32967	Vero Beach, FL 32967	Vero Beach, FL 32967

ARTICLE VI

EXECUTIVE DIRECTOR, CORPORATE OFFICERS AND PROFESSIONAL SERVICES

The Board of Directors shall have the authority to employ an Executive Director and one or more officers and employees and to manage the affairs of the Foundation subject to the supervision of the Board. The Board of Directors shall engage such professional services as it deems necessary and proper, and may engage a member or non-member individual or firm as general counsel to the Foundation and a member or non-member individual or firm as a certified or chartered public accountant to the Foundation. Such Executive Director and other officers and employees shall be compensated as provided for by resolution of the Board of Directors.

ARTICLE VII

VACANCIES

Vacancies occurring on the Board of Directors or corporate offices shall be filled in such manner and at such time and under such conditions as may be set out in the by-laws of the Foundation.

ARTICLE VIII

BY-LAWS

The by-laws of this Corporation shall be made, altered, amended or rescinded only by two-thirds of the members of the Board of Directors present and voting at a regularly called meeting, or at any other meeting of said Board members called for the purpose; provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing by-laws of the Corporation. The by-laws shall include a provision permitting this or any other meeting of the Board of Directors or the Executive Committee thereof may be held by means of telephone conference call, or any other electronic medium where all Board members have the opportunity to hear the proceedings and be heard as provided by Florida law.

ARTICLE IX

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing the assets to some other organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 which have similar purpose or purposes to that which is enumerated under Article II herein or to some state, local or federal entity.

ARTICLE X

REGISTERED OFFICE; REGISTERED AGENT

The registered office of the Foundation is 6780 85th Street, Vero Beach, FL 32967 the Registered Agent there is Taffi Abt.


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ARTICLE XI

AMENDMENT OF ARTICLES

These Articles may be amended by two-thirds of the members of the Board of Directors present and voting at any regular or special meeting called pursuant to the by-laws of the Corporation for the purpose of amending the Articles.

IN WITNESS WHEREOF, we execute our signatures this 5th day of May, 2006.




TAFFI ABT



MICHAEL C. ABT, SR.



NICOLE WATSON



JOSHUA ABT

ACKNOWLEDGMENT OF ARTICLES

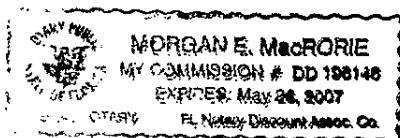
STATE OF FLORIDA

s. s. Sebastian

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, appeared TAFFI ABT, MICHAEL C. ABT, SR., NICOLE WATSON and JOSHUA ABT, each of whom, being personally well-known to me, executed their signatures appearing immediately above of the Articles of Incorporation of the **MICHAEL ABT, JR. HAVE-A-HEART FOUNDATION, INC.**, in my presence and acknowledged that they did so as their free acts and deeds for the purposes stated therein.

IN WITNESS WHEREOF, I execute my signature and place my official seal at the place stated above on this 5th day of May, 2006.





Morgan E. MacRorie

DESIGNATION OF REGISTERED AGENT

IN COMPLIANCE with Section 48.091, Florida Statutes, Michael Abt, Jr., Have-A-Heart Foundation, Inc. desiring to organize or qualify under the laws of Florida, and having its principal place of business at is 6780 85th Street, Vero Beach, FL 32967, names Taffi Abt, of the same address, as its Registered Agent and said address as the Registered Office.

Executed: May 5, 2006

Michael Abt
Corporate Director

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated above, I hereby agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed: May 5, 2006

Taffi Abt
Taffi Abt; Registered Agent

FILED
06 MAY -9 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA