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Interdenominational Christian Association of Life-Affirming Education and Pregnancy Resource Providers

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Margaret (Peggy) Hartshorn, Ph.D.

November 16, 2006

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California

Dr. Margaret White, J.P., M.P.

UNITED KINGDOM

Attn: Ms. Darlene Connell
Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Authorization to Conduct Affairs in Florida for
Heartbeat International and new Articles of Incorporation of
Heartbeat of Miami, Inc.

Dear Ms. Connell:

I am sending the enclosed to your attention per the advice of Attorney Craig Linder who discussed this matter with you on or around October 11, 2006.

We would like to amend the name that we are using in order to conduct affairs in Florida. Currently we are listed as "Heartbeat of Miami, Inc." because we couldn't use "Heartbeat International" in Florida. We would like to change "Heartbeat of Miami, Inc." to "Heartbeat of Florida, Inc." The standard form to file an "Amendment to Application for Authorization to Transact Business in Florida" does not quite fit our scenario because question four assumes that we have changed our name for purposes of the State of Incorporation (Ohio). This is not the case. We remain incorporated under the name "Heartbeat International, Inc." in Ohio.

Per Attorney Craig Linder's conversation with you, he advised me to obtain a corporate resolution from the Board of Directors authorizing the use of "Heartbeat of Florida, Inc." for our activities in Florida. Because we are an international organization, our Board members are located throughout the United States and signed this resolution in several counterparts.

Another entity that we have worked closely with has been formed in Florida and we understand that they would like to incorporate under the "Heartbeat of Miami, Inc." name, which is why we are releasing that name, and choosing to file under "Heartbeat of Florida, Inc."

To that end, enclosed please find the following:

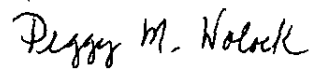
▪ A resolution signed by the members of our Board of Directors to change the alternate name that we use to do business in Florida from "Heartbeat of Miami, Inc." to "Heartbeat of Florida, Inc." **Please file this resolution first.** It is my understanding that the filing fee for this is \$35.00.

▪ Articles of Incorporation of Heartbeat of Miami, Inc. **Please file these articles second.** It is my understanding that the filing fee for this is \$70.00.

I would appreciate receiving certified copies of each of the above, and it is my understanding that the fee is \$8.75 per certified copies. Accordingly, I have enclosed a check for \$122.50 made payable to the "Florida Department of State" and I have enclosed an additional copy of both the corporate resolution and the Articles of Incorporation of Heartbeat of Miami, Inc.

Please let me know if you need anything further. Thank you for your assistance in this matter.

Yours truly,



Peggy M. Wolock
General Counsel
Heartbeat International

MMW/s
Enclosures: 5

**ARTICLES OF INCORPORATION
OF
HEARTBEAT OF MIAMI, INC.**

ARTICLE I—NAME

The name of this corporation is Heartbeat of Miami, Inc.

ARTICLE II—INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this corporation is:

5465 N.W. 36th Street
Miami Springs, Florida 33166

ARTICLE III—PURPOSES

The corporation is a not-for-profit corporation, organized and to be operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding 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 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

(1) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on

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propaganda, or otherwise attempting, to influence legislation, to the extent the corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No part of the net earnings of the corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV—MANNER OF ELECTION OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of directors shall be five. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation, but shall never be less than five. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the corporation.

ARTICLE V—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

One East Broward Boulevard
Suite 1501
Fort Lauderdale, Florida 33301;

and the name and address of the initial registered agent of this corporation is:

SolAmbit Law Group, PLLC
One East Broward Boulevard
Suite 1501
Fort Lauderdale, Florida 33301

ARTICLE VI—COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

John Ensor
5465 N.W. 36th Street
Miami Springs, Florida 33166

ARTICLE VIII—BY-LAWS

The Board of Directors of this corporation is expressly authorized and empowered to adopt, alter, amend and repeal the bylaws of the corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation.

ARTICLE IX—DISSOLUTION

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, as selected by the Board of Directors.

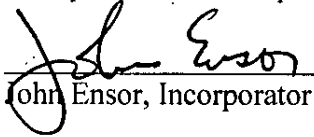
ARTICLE X—INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI—AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof this 16th day of November, 2006.


John Ensor, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as Managing Member and on behalf of SolAmbit Law Group, PLLC (the "Company"), which has been designated as registered agent for Heartbeat of Miami, Inc., a Florida not-for-profit corporation, in the foregoing Articles of Incorporation of Heartbeat of Miami, Inc., hereby agrees that the Company will accept service of process for and on behalf of Heartbeat of Miami, Inc. and that the Company will comply with any and all laws, including, without limitation, Section 607.0501, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: November 16, 2006.

SolAmbit Law Group, PLLC

By: 

Name: Jenette Mathai

Title: Managing Member

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