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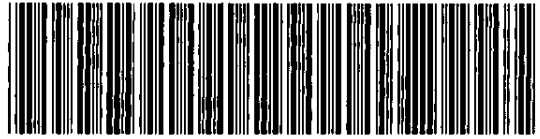
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-10-09
JSC

RICHARD PREVIDI

5757 Blue Lagoon Drive, Suite 370
Miami, Florida 33126
T: 305-261-3938 • F: 305-261-3998

VIA UPS

November 6, 2009

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Help Them Walk, Inc.

Enclosed please find an original and two (2) copies of the Articles of Incorporation for Help Them Walk, Inc., and a check for \$87.50, representing the following fees:

- Filing (\$70.00)
- Certified Copy (\$8.75)
- Certificate of Status (\$8.75)

Kindly return the Certified Copy and the Certificate of Status to the undersigned at your earliest convenience.

Sincerely,



Richard Previdi

ARTICLES OF INCORPORATION
OF
HELP THEM WALK, INC.
(A Florida Not-For-Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I.
NAME

The name of this corporation shall be Help Them Walk, Inc. (hereinafter called the "Corporation").

Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office of the Corporation is 5757 Blue Lagoon Drive, Suite 370, Miami, Florida 33126.

Article III.
PURPOSE

This Corporation is a non-profit corporation, organized and operated 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 provision of any future United States Internal Revenue Law) as such may be amended from time to time (the "Code"), and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

Article IV.
MEMBERSHIP

The Board of Directors may establish membership in the Corporation and the rights and powers of the members at its discretion.

Article V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5757 Blue Lagoon Drive, Suite 370, Miami, Florida 33126; and the name of the Corporation's initial registered agent at that address is Soraya G. Vera.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the By-Laws of the Corporation, but shall never be less than three (3). The manner of election of directors shall be regulated by the By-Laws. The initial directors and their respective addresses are:

Alfredo José Diez, 5757 Blue Lagoon Drive, Suite 370, Miami, Florida 33126

Peter Obeso, M.D. 5757 Blue Lagoon Drive, Suite 370, Miami, Florida 33126

Juan B. Echeverri, 5757 Blue Lagoon Drive, Suite 370, Miami, Florida 33126

Article VII.
AMENDMENT

These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation adopted as provided in the By-Laws of the Corporation.

Article VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: Richard Previdi, 5757 Blue Lagoon Drive, Suite 370, Miami, Florida 33126.

Article IX.
DURATION OF CORPORATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Article X.
FISCAL YEAR

The fiscal year for the Corporation shall be the calendar year January 1 through December 31.

Article XI.
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 Code, or corresponding provisions of any subsequent federal tax laws.

Article XII.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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 Code (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 Code.

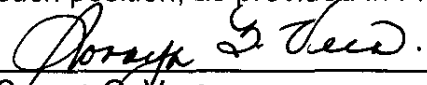
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 6th day of November, 2009.



Richard Previdi, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Help Them Walk, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0501.



Soraya G. Vera

Dated: November 6, 2009