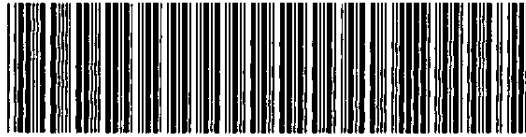


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

VH

Alfieri and Associates, LLC.
ATTORNEYS AND COUNSELORS AT LAW

2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA 33309

PAUL R. ALFIERI, ESQ.
Email: Paul@AlfieriLaw.com

TELEPHONE: (954) 315-4315
FACSIMILE: (954) 301-2622

May 21, 2010

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Reference: **HEARTWORKS EDUCATIONAL RESOURCES, INC**
Not for Profit - Filing of Articles of Incorporation

Dear Sir or Madam:

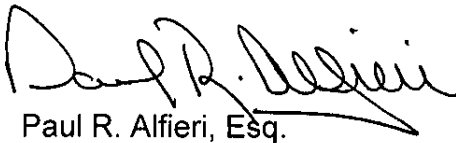
Enclosed are a fully executed original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above captioned corporation.

Also enclosed is a check in the amount of \$78.75 representing the applicable filing fee for the Articles of Incorporation and Certificate Designating Registered Agent.

Please return a copy of the Articles of Incorporation marked "Filed" to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,


Paul R. Alfieri, Esq.

PRA/
Encl.

APPROVED
AND
FILED

10 MAY 24 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEARTWORKS EDUCATIONAL RESOURCES, INC.

The undersigned pursuant to applicable provisions of the Florida Not For Profit Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of this corporation shall be **HEARTWORKS EDUCATIONAL RESOURCES, INC.**

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The address of the initial principal office of the corporation shall be **3350 NW 68th Court, Ft Lauderdale, FL 33309.**

ARTICLE THREE

PURPOSES AND POWERS

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

The corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended. The corporation shall have the power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

NONDISCRIMINATORY POLICY

This corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational

policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE FIVE

DIRECTORS

The board of directors shall be elected as provided for in the bylaws of the corporation.

ARTICLE SIX

NO MEMBERS

The corporation shall have no members.

ARTICLE SEVEN

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE EIGHT

BYLAWS

The bylaws of the corporation shall be prepared and adopted by the board of directors and may be amended, altered or rescinded as set forth in the bylaws.

ARTICLE NINE

REGISTERED AGENT

The registered agent upon whom service of process against this corporation may be made is **ALFIERI AND ASSOCIATES, LLC**. The registered agent and the corporation's registered office are located at **5143 NW 42 TERRACE, COCONUT CREEK, FL 33073**.

ARTICLE TEN

INCORPORATOR

The name and mailing address of the incorporator is **MARCIA L. MOORE** who resides at **3350 NW 68TH COURT, FT LAUDERDALE, FL 33309**.

ARTICLE ELEVEN

LIMITATIONS AND RESTRICTIONS

The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes. 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, 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 the purposes set forth in Article Three hereof.

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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE TWELVE

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, shall dispose of all the assets of the corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is 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.

ARTICLE THIRTEEN

AMENDMENTS

Amendments to the articles of incorporation shall be adopted by a majority vote of the board of directors currently in office at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF I have set my hand and seal, acknowledged and filed the foregoing articles of incorporation under the laws of the State of Florida, this 21st day of May, 2010.



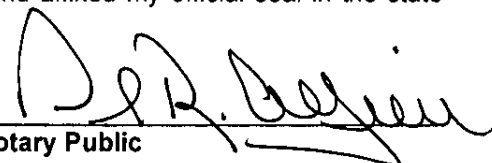
MARCIA L. MOORE, Incorporator

STATE OF FLORIDA

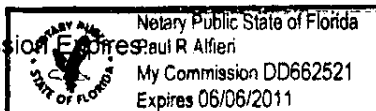
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, **HEARTWORKS EDUCATIONAL RESOURCES, INC**, incorporator of **3350 NW 68TH COURT, FT LAUDERDALE, FL 33609**, personally known to me to be the person(s) who executed the foregoing articles of incorporation or produced _____ as identification, and acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 21st day of May, 2010.



Notary Public

My Commission Expires  Notary Public State of Florida
Paul R Alfieri
My Commission DD662521
Expires 06/06/2011

REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That **HEARTWORKS EDUCATIONAL RESOURCES, INC**, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the articles of incorporation at **3350 NW 68TH COURT, FT LAUDERDALE, FL 33309** has named **ALFIERI AND ASSOCIATES, LLC** its registered agent; and **5143 NW 42 TERRACE, COCONUT CREEK, FL 33073** as the place where service of process may be served within this state. That this designation has been duly approved by a resolution of the corporation's board of directors as applicable under Florida Statute.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

ALFIERI AND ASSOCIATES, LLC

By: 
PAUL R. ALFIERI, ESQ.,
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 MAY 24 AM 9:21

APPROVED
AND
FILED