

N98000004557

BAUGHER, METTLER AND SHELTON

LAWYERS

340 ROYAL POINCIANA PLAZA

P.O. BOX 109

PALM BEACH, FLORIDA 33480

M. F. BAUGHER (1903-1982)

THOMAS M. METTLER

JOHN W. SHELTON

FRANCIS X. J. LYNCH

KEVIN M. COLLVER

TELEPHONE (561) 833-9631

FAX (561) 655-2835

August 3, 1998

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002606858--7
-08/04/98--01052--005
****122.50 ****122.50

Re: Little Hearts, Inc.

To Whom It May Concern:

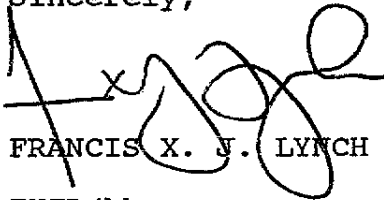
With regard to the above, enclosed please find the following:

1. duplicate originals of the Articles of Incorporation of Little Hearts, Inc.,
2. this firm's check in the amount of \$122.50, and
3. a return FedEx mailer

Once the enclosed have been filed, please return one copy in the enclosed FedEx mailer.

Thank you for your assistance in this matter. Should you have any questions or comments in this regard, please feel free to contact me.

Sincerely,



FRANCIS X. J. LYNCH

FXJL/kh
Enclosures

FILED
98 AUG -4 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-7-98
MM

FILED
98 AUG -4 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LITTLE HEARTS, INC.
A Florida Not-For-Profit Corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is LITTLE HEARTS, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 340 Royal Poinciana Plaza, Palm Beach, Florida 33480. The mailing address of the Corporation is 340 Royal Poinciana Plaza, Palm Beach, Florida 33480.

ARTICLE THREE

PURPOSE

- A. The primary purpose of the Corporation is to assist children in crisis in whatever way possible.
- B. The other purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational 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.

- C. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization 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.
- D. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future federal tax codes or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE FOUR

DIRECTORS

The number and method of election of the directors of the Corporation is set forth in the Bylaws.

ARTICLE FIVE

MEMBERS

The Corporation will have members. The Bylaws of the Corporation contain provisions relating to qualifications for membership, the rights of members, and other such matters.

ARTICLE SIX

INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is

Francis X. J. Lynch, 340 Royal Poinciana Plaza, Palm Beach,
Florida 33480.

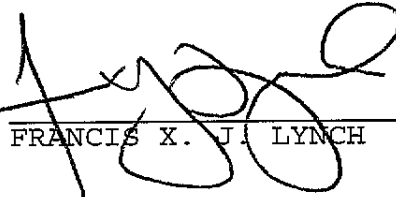
ARTICLE SEVEN

INCORPORATOR

The name and street address of the incorporator is as
follows:

FRANCIS X. J. LYNCH
340 Royal Poinciana Plaza
Palm Beach, Florida 33480

The undersigned has executed these Articles of Incorporation
this 3rd day of August, 1998.



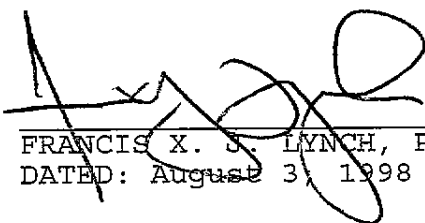
FRANCIS X. J. LYNCH

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501 of the Florida Not-For-Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

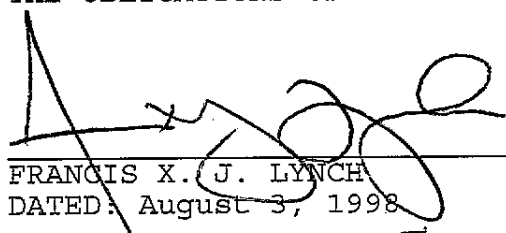
1. The name of the Corporation is LITTLE HEARTS, INC.
2. The name and address of the registered agent and office of the Corporation is:

FRANCIS X. J. LYNCH
340 Royal Poinciana Plaza
Palm Beach, Florida 33480



FRANCIS X. J. LYNCH, President
DATED: August 3, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



FRANCIS X. J. LYNCH
DATED: August 3, 1998

FILED
98 AUG -4 PM 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA