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Florida Department of State
Division of Corporations
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To:

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From:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**HEART 2 HEART CONNECTION, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
HEART 2 HEART CONNECTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be **HEART 2 HEART CONNECTION, INC.**

ARTICLE II
NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue 10,000,000 shares of \$0.01 par value common stock which shall be designated "Common Shares" and the corporation is authorized to issue 5,000,000 shares of \$1.00 par value preferred stock which shall be designated "Preferred Shares" The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Preferred Shares, to be voted cumulatively.

ARTICLE IV
ADDRESS

The street address of the initial corporation shall be 7800 SW 57th Avenue, Suite 211, Miami, Florida 33143, and the name of the President for the corporation at that address is Marilu Soldevilla Melian, President.

ARTICLE V
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE VIII
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Marilu Soldevilla Melian, President 7800 SW 57th Avenue, Suite 211, Miami, FL 3314333014

Monique de Paredes, Vice-President 7800 SW 57th Avenue, Suite 211, Miami, FL 33143

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is: Monique de Paredes, Vice President, 7800 SW 57th Avenue, Suite 211, Miami, Florida 33168

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
19th day of January, 2000

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Incorporator:

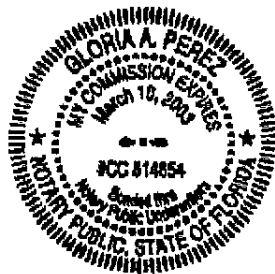
Monique de Paredes

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 19th day of

January, 2000, by Monique de Paredes.

(SEAL)



Gloria A. Perez
Notary Public State of Florida
My Commission Expires:

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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, County of Miami-Dade, a corporation organizing under the laws of the State of Florida with its principal office located at 7800 SW 57th Avenue, Miami, Florida 33143 has named Scott Greenfield, whose address is 930 Washington Avenue, Suite 209, Miami Beach, Florida 33139 as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent

Scott Greenfield

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared SCOTT GREENFIELD, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 19th day of January, 2000.

(SEAL)



Gloria A. Perez
Notary Public State of Florida

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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