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LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

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-04/25/00-01043-022
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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BEAT OF LIFE HEALTH SYSTEM INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
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- Mail out
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- Photocopy
- Certified Copy
- Certificate of Status

FILED
00 APR 25 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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00 APR 25 AM 10:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
BEAT OF LIFE HEALTH SYSTEM INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

**ARTICLE ONE
Name of the Corporation**

The name of this Corporation shall be:

BEAT OF LIFE HEALTH SYSTEM INC.

**ARTICLE TWO
NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the Laws of the State of Florida.

**ARTICLE THREE
Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares, each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to onwe (1) vote at any meeting of stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Director, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE FOUR
Initial Capital

The amount of capital with which this Corporation shall begin business shall be: **Five Hundred Dollars (\$500.00)**

ARTICLE FIVE
Term of Existence

This Corporation shall have perpetual existence.

ARTICLE SIX
Principal Office

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

9272 S.W. 40TH STREET
MIAMI, FL. 33165

ARTICLE SEVEN
Directors

There shall be an Initial Board of Directors for this Corporation which shall consist of **ONE** persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than **ONE**. Each of said Directors shall be of full age and each of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the corporation, by the same vote as required to elect a Director.

ARTICLE EIGHT
Initial Board of Directors

The names and addresses for the initial Board of Directors is as follows:

NAME	ADDRESS	OFFICE
OSCAR E. HERNANDEZ	9272 S.W. 40TH ST. MIAMI, FL. 33165	PRESIDENT

ARTICLE NINE

The name and addresses of each subscriber to these Articles of Incorporation and the number of shares each agrees to purchase are:

NAME	ADDRESS	NO. OF SHARES
OSCAR E, HERNANDEZ	9272 S.W. 40TH ST. MIAMI, FL. 33165	500

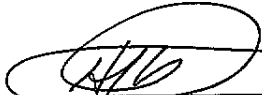
ARTICLE TEN
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be fully disclosed to each of the other shareholders and officers of the corporation or shall have been known to the Board of directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

**ARTICLE ELEVEN
Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purpose stated therein this 19th day of April, 2000



OSCAR E. HERNANDEZ
PRESIDENT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE..

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

BEAT OF LIFE HEALTH SYSTEM INC

- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

OSCAR E. HERNANDEZ
9272 S.W. 40TH ST.
MIAMI, FL. 33165

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 PROVISSIONS 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.

SIGNATURE



DATE

4-19-00

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00 APR 25 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA