

LAW OFFICES
F. SCOTT FISTEL, P.A.

110 NE 4TH STREET
FORT LAUDERDALE, FL 33301

TEL/TDD: (954) 522-1212
FAX: (954) 522-1249
EMAIL: fistel@bellsouth.net

April 28, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

800003234928--6...
-05/02/00--01042--017
*****78.75 *****78.75

Re: HEAVENLY HEALING INC.

Dear Sir/Madam:

Enclosed is a check in the amount of \$78.75 being submitted for the registration of the above referenced company. Kindly forward the stamped copy to the above captioned address.

Thanking you in advance for your cooperation,

Very truly yours,

F. SCOTT FISTEL, P.A.

BY:


F. SCOTT FISTEL, ESQUIRE

FSF\pec
Encl: Check

FILED
00 MAY - 1 PM 12:12
TALLAHASSEE, FLORIDA

AC
5-3-00

ARTICLES OF INCORPORATION

OF

HEAVENLY HEALING INC.

FILED
00 MAY -1 PM 12:13
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is **HEAVENLY HEALING INC.**, a Florida corporation.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation

700-6 East Coco Plum Circle
Plantation, Florida 33324

ARTICLE III

BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence as of the date of filing; provided, that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States and State of Florida.

ARTICLE V

CORPORATE STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$1.00	Common

ARTICLE VI

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares she holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may be also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

STREET ADDRESS OR REGISTERED OFFICE

F. SCOTT FISTEL P.A.

110 N.E. 4th Street
Fort Lauderdale, FL 33313

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial directors of this corporation shall be the Incorporator named below.

ARTICLE IX

INCORPORATOR AND DIRECTOR

The name and address of the person signing these articles is:

NAME

ADDRESS

Selina Carrero-Lipson

700-6 East Coco Plum Circle
Plantation, Florida 33324

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporators and Directors has executed these Articles of Incorporation this 20th day of April, 2000.

Selina Carrero-Lipson

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 20th day of April, 2000, by Selina Carrero-Lipson, as Incorporator and Director.



Angela Huggan
My Commission CC605975
Expires December 8, 2000

Angela Huggan
NOTARY PUBLIC STATE OF FLORIDA

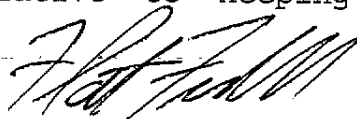
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That , HEAVENLY HEALING INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at City of Coral Springs, County of Broward, State of Florida, has named REG.AGENT F. SCOTT FISTEL, P.A., located at 110 N.E. 4th Street, Fort Lauderdale, Florida, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the

corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of Section 48.091 relative to keeping open the registered office.



Registered Agent

FILED
00 MAY -1 PM 12:13
FALL RIVER, MASSACHUSETTS