

PO00000085329



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 822097 85437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 6, 2000

ORDER TIME : 2:03 PM

ORDER NO. : 822097-005

CUSTOMER NO: 85437A

CUSTOMER: Sandi D. Morejon, Legal Asst  
Smith & Supraski, P.a.

Second Floor  
2450 N.e. Miami Gardens Drive  
Miami, FL 33180

400003384204--4  
-09/06/00--01045--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: HEART-ID CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155  
EXAMINER'S INITIALS:

625  
W00-21907

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP -6 PM 2:40

RECEIVED  
00 SEP -6 PM 2:24  
Janna Wilson



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 SEP -6 PM 2:40

FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 6, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: HEART-ID CORPORATION  
Ref. Number: W00000021907

We have received your document for HEART-ID CORPORATION. However, the document has not been filed and is being returned for the following:

(8/16/2000)  
The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 100A00047289

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
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SEP 11 2000

00 SEP -8 PM 2:32

RECEIVED

**ARTICLES OF INCORPORATION**

**OF**

**HEART-ID CORPORATION**

FILED  
SECRETARY OF STATE  
CORPORATIONS

00 SEP -6 PM 2:40

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation is: HEART-ID CORPORATION. The principal place of business of this corporation shall be at 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, FL 33180.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

**ARTICLE IV**

**CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

This corporation is to have perpetual existence commencing on the date of filing and acknowledgment of these Articles of Incorporation.

**ARTICLE VII**  
**DIRECTORS**

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
David Perry	2450 N.E. Miami Gardens Drive 2 <sup>nd</sup> Floor North Miami Beach, FL 33180
Roland Auclair	2450 N.E. Miami Gardens Drive 2 <sup>nd</sup> Floor North Miami Beach, FL 33180 Miami, FL 33166

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
DAVID PERRY President	2450 N.E. Miami Gardens Drive 2 <sup>nd</sup> Floor North Miami Beach, FL 33180
ROLAND AUCLAIR Vice President/Secretary	2450 N.E. Miami Gardens Drive 2 <sup>nd</sup> Floor North Miami Beach, FL 33180

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:


<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ROLAND AUCLAIR	2450 N.E. Miami Gardens Drive 2 <sup>nd</sup> Floor North Miami Beach, FL 33180

**ARTICLE XIII**  
**INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 16 day of Aug, 2000.



ROLAND AUCLAIR  
SUBSCRIBER

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF DADE     )

**BEFORE ME**, the undersigned Notary Public, personally appeared ROLAND AUCLAIR, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

**IT WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida this 16<sup>th</sup> day of August, 2000.



Notary Public, State of Florida

My Commission Expires:



Print Name of Notary Public



Mark S. Weinberg  
MY COMMISSION # CC674073 EXPIRES  
November 5, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM, PROCESS MAY BE SERVED**

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT HEART-ID CORPORATION, DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED AT, 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach,  
FL 33180, HEREBY NAMES LOUIS A. SUPRASKI, ESQ., AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
ROLAND AUCLAIR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
LOUIS A. SUPRASKI,  
REGISTERED AGENT

DATED: 8-31-00

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
00 SEP -6 PM 2:40