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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

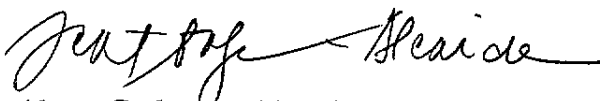
Re: Loving Hearts, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Designation for the above named corporation.

Very truly yours,



Alicia Catbagan-Alcaide
Loving Hearts, Inc.
1151 Northeast 139th Street
Miami, Florida 33161

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LOVING HEARTS, INC.

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation as follows:

ARTICLE I
NAME

The name of the corporation is LOVING HEARTS, INC. (hereinafter called the "Corporation").

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The Corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the Corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per person and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the Corporation's securities.

Prepared by:

Lloyd G. Geddes & Associates
18805 Northwest 39th Place
Miami, Florida 33055

ARTICLE V
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 1151 Northeast 139th Street, Miami, Florida 33161.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and agent of this Corporation is 1151 Northeast 139th Street, Miami, Florida 33161. The name of the Corporation's initial registered agent at that office is: Alicia Catbagan-Alcaide.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The street address of the initial board of directors of this Corporation is 1151 Northeast 139th Street, Miami, Florida 33161. The name of individuals who are to serve as the initial board of directors of the Corporation are: Alicia Catbagan-Alcaide, Alfredo Alcaide, and Angelio Catbagan.

VIII
BY LAWS

The name and address of the incorporators of these Articles of Incorporation are: Alicia Catbagan-Alcaide, 1151 Northeast 139th Street, Miami, Florida 3316; Alfredo Alcaide, 1151 Northeast 139th Street, Miami, Florida 33161; and Angelio Catbagan, 6202 Villa Hills Drive, Houston, Texas 77066.


ARTICLE IX
INDEMNIFICATION

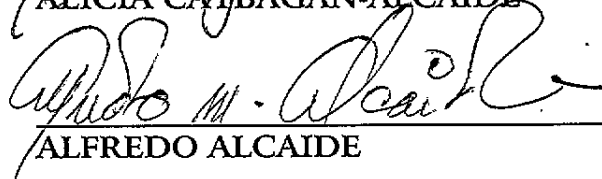
The Corporation shall indemnify to the full extent permitted by law, the incorporators, any officer, director, employee, or agent of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporators, have executed these Articles of Incorporation this 22 day of OCTOBER, 2000.


ALICIA CATBAGAN-ALCAIDE

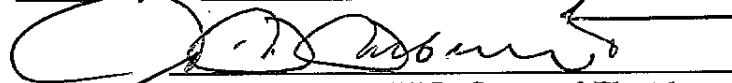

ALFREDO ALCAIDE


ANGELIO CATBAGAN

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

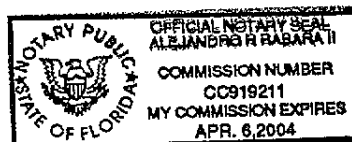
BEFORE ME, the undersigned authority, personally appeared ALICIA CATBAGAN-ALCAIDE, ALFREDO ALCAIDE and ANGELIO CATBAGAN, who are personally known to me or who produced _____ as identification, and they acknowledged before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 22nd day of October, 2000.



NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



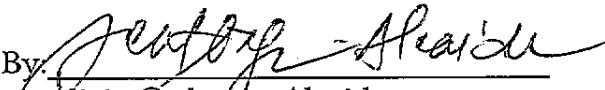
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 48.091 and 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of (LOVING HEARTS, INC.), a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

22 IN WITNESS WHEREOF, the undersigned has executed this Certificate this day of OCTOBER, 2000.

LOVING HEARTS, INC.

By: 
Alicia Catbagan-Alcaide
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA