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FILED
01 FEB -5 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800003633448--2
-02/05/01--01109--014
*****78.85 *****78.75

RE: Articles of Incorporation for
Heartfelt Domains, Inc.

Dear Sir or Madam:

Enclosed for filing is

- 1.) an original and one copy of Heartfelt Domains, Inc.'s Articles of Incorporation,
- 2.) my firm check in the amount of \$78.75 and
- 3.) a stamped return envelope.

Should you have any questions please contact the undersigned.

Very truly yours,

HCPalmer

H.C. Palmer, III

HCP/hap
Enc.

00 701

ARTICLES OF INCORPORATION
OF
HEARTFELT DOMAINS, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is HEARTFELT DOMAINS, INCORPORATED.

ARTICLE II - NATURE OF THE BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, with no par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation is:

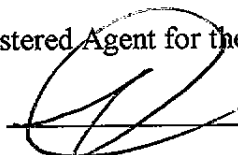
4744 S.W. 74 Avenue, Miami, Florida 33155.

ARTICLE VI - REGISTERED AGENT and ADDRESS

The registered agent of this corporation is : Nicholas Olano, whose address is:

4744 S.W. 74 Avenue, Miami, Florida 33155.

I am familiar with and accept the obligations of Registered Agent for the new corporation.



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ARTICLE VII - DIRECTORS

The corporation shall have three (3) directors, initially, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have been qualified is as follows:

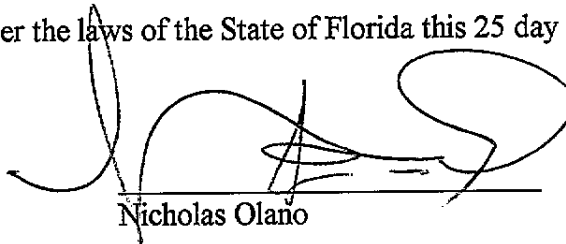
1) Nicholas Olano, 2) Cesar Feghali, 3) Hernan De Los Rios.

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator of this corporation is as follows:

Nicholas Olano whose address is: 4744 S.W. 74 Avenue, Miami, Florida 33155.

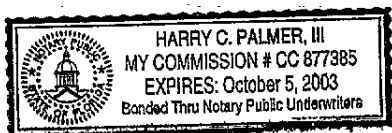
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 25 day of January 2001.



Nicholas Olano

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 25 day of January, 2001, by Nicholas Olano, who is personally known to me and who did not take an oath.



Harry C. Palmer III
NOTARY PUBLIC, State of
Florida at Large

HARRY C. Palmer III
(Print Name)
Commission #: _____

My Commission Expires: