TRANSMITTAL LETTER

PO2000065136

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

```
000005762770--5
-06/12/02--01030--014
*****78.75  *****78.75
```

SUBJECT: __Heartifacts, Inc.__
(PROPOSED CORPORATE NAME – <u>MUST INCLUDE SUFFIX</u>)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

❏ **$70.00**
Filing Fee

❏ **$78.75**
Filing Fee
& Certificate of Status

☒ **$78.75**
Filing Fee
& Certified Copy

❏ **$87.50**
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: __Maria C. Navarro__
Name (Printed or typed)

__14674 S.W. 126 Place__
Address

__Miami, Florida 33186__
City, State & Zip

__(305) 789-7469__
Daytime Telephone number

FILED
2002 JUN 12 PM 2: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

06-12-02
5

ARTICLES OF INCORPORATION

OF

HEARTIFACTS, INC.

The undersigned, acting as incorporator of HEARTIFACTS, INC. under Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is of HEARTIFACTS, INC. (the "Corporation").

ARTICLE II. MAILING ADDRESS AND OFFICE

The street address of the initial principal office and the mailing address of the Corporation is 14674 S.W. 126 Place, Miami, Florida 33186.

ARTICLE III. REGISTERED AGENT NAME & ADDRESS

The name of the Registered Agent of the Corporation is Maria C. Navarro, and the mailing address of the Registered Agent is 14674 S.W. 126 Place, Miami, Florida 33186.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of $1.00 per share.

ARTICLE V. COMMENCEMENT OF EXISTENCE & PURPOSE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation. The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE VI. PREEMPTIVE RIGHTS

No preemptive rights are granted to the shareholders of the Corporation.

ARTICLE VII. INCORPORATOR

The name and mailing address of the incorporator are:

Maria C. Navarro
14674 S.W. 126 Place
Miami, Florida 33186

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.
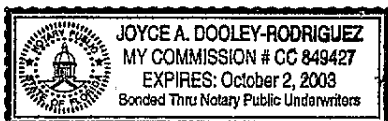
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the _10TH_ day of June, 2002.

Maria C. Navarro
Maria C. Navarro
Incorporator

STATE OF FLORIDA   }
COUNTY OF MIAMI-DADE   }

This instrument was acknowledged before me on June 10th, 2002, by MARIA C. NAVARRO, as Incorporator of HEARTIFACTS, INC., a Florida corporation, who is personally known to me or who produced _n/a_ as identification.

Joyce Dooley-Rodriguez
Notary Public
Printed Name:
My Commission Expires:

JOYCE A. DOOLEY-RODRIGUEZ
MY COMMISSION # CC 849427
EXPIRES: October 2, 2003
Bonded Thru Notary Public Underwriters

2

CERTIFICATE OF ACCEPTANCE

OF

APPOINTMENT BY RESIDENT AGENT

In the matter of HEARTIFACTS, INC., a Florida corporation,

I, MARIA C. NAVARRO, hereby state that on June 10th, 2002, I accepted the appointment as Registered Agent for the above named business entity.

The mailing and street address of the Registered Agent of the Corporation is 14674 S.W. 126 Place, Miami, Florida 33186.

Dated this 10th day of June, 2002.

By: _Maria C. Navarro_
MARIA C. NAVARRO