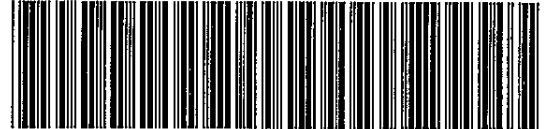


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Deivy Garcia
Emotional Network, Inc.
11459 SW 60th Lane
Miami FL 33173



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F. CHESNEY JUL 1 0

July 7th, 2003

Ms. Freida Chesser
Corporate Specialist
New Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 33314


Dear Ms. Chesser:

Attached I am sending you Articles of Dissolution for Emotional Network, Inc., and an affidavit certifying that we have no intention of revoking the voluntary dissolution as a non-profit corporation, and releasing the name to be filed as a for-profit corporation. I am also sending you new Articles of Incorporation for Emotional Network to register as a Florida for-profit corporation.

We have filed for consideration of 501(c)3 status with the IRS as an educational organization, and have determined that we currently do not have the infrastructure in place to carry out the fundraising and grant requests to fund out mission, therefore, we wish to continue our operations as a for-profit corporation. We will be notifying the IRS of our decision and will include copies of this letter to them.

If you have any questions, please contact me at 305-595-8996.

Sincerely,

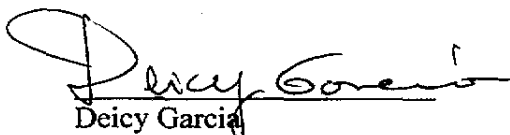

Deicy Garcia
President

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This is to certify that we have no intention of revoking the voluntary dissolution of
Emotional Network, Inc. as a Florida non-profit corporation, and are releasing the name
Emotional Network, Inc., to be filed as a Florida for profit corporation.


Deicy Garcia
President

07.7.03.
Date

Articles of Incorporation
of
Emotional Network, Inc.

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:

EMOTIONAL NETWORK, INC.
11459 SW 60th Lane
Miami, FL 33173

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ARTICLE II
DURATION OF CORPORATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of United States of America and/or the State of Florida, as well as the laws of any foreign nation.

ARTICLE IV
AUTHORIZED CAPITAL

The aggregate number of shares which the Corporation is authorized to issue is 10,000. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

ARTICLE V
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Deicy Garcia, 11459 SW 60th Lane, Miami, FL 33173.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Deicy Garcia, 11459 SW 60th Lane, Miami, Florida 33173, President

Juan C. Velasco, 11459 SW 60th Lane, Miami, Florida 33173, Secretary

The members of the Initial Board of Directors shall hold office for the first year of existence of this Corporation and/or until his/her successor is elected and qualified or appointed, or until his/her earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:

Deicy Garcia, 11459 SW 60th Lane, Miami, Florida 33173

ARTICLE IX AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, change or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI INFORMAL ACT OF DIRECTORS

If all the Directors severally or collectively consent, in writing, to any action taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

MEETING

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

ARTICLE XIII STOCKHOLDER'S AGREEMENTS

When any written agreement is made between Stockholders of the Corporation, which involves the interests of the Corporation, such agreement shall be binding upon the Corporation provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's Agreement (of their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstances.

Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director Officer, employee, or agent, met any appropriate standard of conduct.



DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That EMOTIONAL NETWORK, INC. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, County of Miami-Dade, State of Florida, has named: Deicy Garcia, 11459 SW 60th Lane, Miami, Florida 33173 as its Registered Agent to accept Service of Process with this State.

Deicy Garcia
Incorporator

TITLE:

President

DATE:

07. 8. 03 .

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ACKNOWLEDGEMENT

Having been made to accept Service of Process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 8 day of July, 2003.

Deicy Garcia
Registered Agent

STATE OF FLORIDA)

SS

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Deicy Garcia, who being duly sworn, deposes and says: that she is the person named in the foregoing and that she has read the same, knows the contents thereof and that the same are true.

SWORN TO AND SUBSCRIBED before me this 8 day of July, 2003.

My Commission Expires: 10/25/03

NOTARY PUBLIC
STATE OF FLORIDA

