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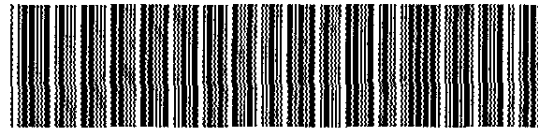
(Business Entity Name)

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2004 MAR -3 PM 5:52
TATE
TALLAHASSEE FLORIDA

gf 3/10/04

LAW OFFICES
MARILYN H. OTTO, P.A.

125 CRAWFORD BOULEVARD
BOCA RATON, FLORIDA 33432-3729
(561) 368-9800
(561) 368-5840 (FAX)

February 26, 2004

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

Re: Winsome Heart, Inc.
Articles of Incorporation

2004 MAR -3 PM 5:52
TALLAHASSEE FLORIDA

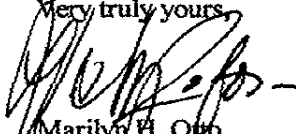
Dear Sir or Madam:

Enclosed please find the following with regard to the above referenced corporation:

1. Articles of Incorporation of Winsome Heart, Inc.
2. Check in the amount of \$78.75 representing the filing fee for the Articles, one (1) certified copy and the Registered Agent Designation.

Please forward the certified copy in the envelope provided.

Very truly yours,


Marilyn H. Otto
MHO/mlj

Encl.

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the incorporator forms a Corporation for profit under Florida Law.

ARTICLE I

The name and address of the Corporation are:

WINSOME HEART, INC.
605 N.W. 10th Court
Boca Raton, FL 33486

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TALLAHASSEE FLORIDA

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of which these Articles of Incorporation are filed with the Secretary of the State of Florida.

ARTICLE III

The purpose or purposes for which the Corporation is organized is for publication and marketing and to enter any further activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The Corporation shall have authority to issue 10,000 shares of stock, all of one class, at \$0.10 par value.

ARTICLE V

The address of the initial registered office shall be 605 N.W. 10th Court, Boca Raton, Florida 33486, and the name of the initial Registered Agent is MARILYN H. OTTO.

ARTICLE VI

The Corporation shall have one (1) director initially. The number shall be fixed by the By-Laws and may be changed from time to time.

The name and address of each member of the First Board of Directors is:

MARILYN H. OTTO.

She shall hold office until the first annual meeting of Shareholders.

ARTICLE VII

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE VIII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX

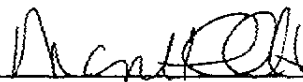
This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Such indemnification shall include, but not be limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

The name and street address of the Incorporators are:

MARILYN H. OTTO, 605 N.W. 10th Court, Boca Raton, Florida 33486.

Dated this 27 day of February, 2004.


MARILYN H. OTTO

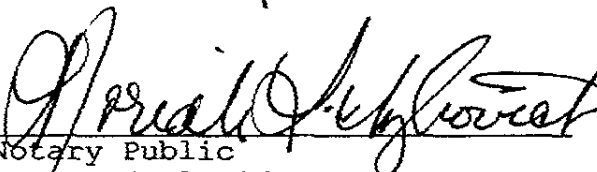
STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, having been sworn, personally appeared MARILYN H. OTTO, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Boca Raton, Florida, in said County and State this 27 day of February, 2004.




Notary Public
State of Florida
My Commission Expires: 01/04/08

Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, and being familiar with and accepting the duties and responsibilities as registered agent for said corporation, the undersigned accepts the designation.


MARILYN H. OTTO