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(Business Entity Name)

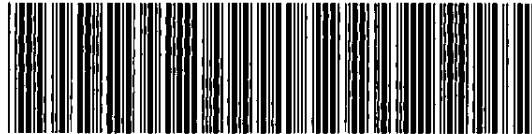
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APPROVED
AND
FILED

09 MAR -3 PM 4:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

COVER LETTER

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

SUBJECT: HeelTree Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Gustavo Leiva
Name (Printed or typed)

336 Golfview Road #403
Address

North Palm Beach, FL 33408
City, State & Zip

561-543-7435
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 23, 2009

gUSTAVO LEIVA
336 GOLFOVIEW ROAD #403
NORTH PALM BEACH, FL 33408

SUBJECT: HEELTREE, INC.
Ref. Number: W09000008482

We have received your document for HEELTREE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 609A00006251

ARTICLES OF INCORPORATION
OF
HEELTREE INC.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, does hereby execute these Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is HeelTree Inc. The principal place of business is 336 Golfview Road #403, North Palm Beach, Florida 33408.

SECOND: The address of the registered office of the Corporation in the State of Florida is 336 Golfview Road #403, North Palm Beach, Palm Beach County, Florida 33408 and the name of the registered agent of the Corporation in the State of Florida at such address is Gustavo Leiva.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The Corporation is authorized to issue twenty million (20,000,000) shares of capital stock in two (2) classes to be designated as Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock which the Corporation shall have authority to issue is two million (2,000,000). The total number of shares of Common Stock which the Corporation shall have authority to issue is eighteen million (18,000,000). The Preferred Stock and the Common Stock shall have a par value of \$0.01 per share.

The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issuance of the Preferred Stock in a single or multiple series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in resolutions adopted by the Board of Directors providing for the issuance of such shares (a "Preferred Stock Designation") and as may be permitted by the Florida Business Corporation Act. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

FIFTH: The Corporation shall continue in existence perpetually.

SIXTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

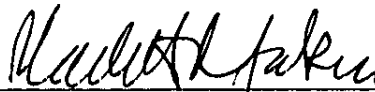
SEVENTH: The Corporation has one (1) director initially. The name and address of the initial director are: Gustavo Leiva, 336 Golfview Road #403, North Palm Beach, Florida 33408.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Carlton Fields, P.A., 525 Okeechobee Boulevard, Suite 1200, West Palm Beach, Florida 33401.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22 day of March, 2009.



Mark H. Mirkin, Esq., Incorporator
Florida Bar No. 464694

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AND
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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

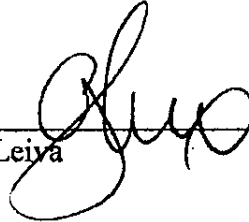
The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

HeelTree Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 336 Golfview Road #403, North Palm Beach, Palm Beach County, Florida 33408, has named Gustavo Leiva as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.

Gustavo Leiva

A handwritten signature in dark ink, appearing to read 'Gustavo', is written over a horizontal line.