

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
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MAIL TO:
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TALLAHASSEE, FL 32314

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95 JAN -5 PM 11:21
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 520360 10655A

AUTHORIZATION : *Patricia Pizzato*

COST LIMIT : \$ 70.00

900001370989

ORDER DATE : January 5, 1995

ORDER TIME : 10:16 AM

ORDER NO. : 520360

CUSTOMER NO: 10655A

EFFECTIVE DATE

1-04-95

CUSTOMER: Shari Streit Jansen, Esq
SHARI STREIT JANSEN, P.A.

Post Office Box 49974

Sarasota, FL 34230

DOMESTIC FILING

NAME: CONVERSATIONS OF THE HEART,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

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FILED
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ARTICLES OF INCORPORATION
OF
CONVERSATIONS OF THE HEART, INC.

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

ARTICLE I. NAME

The name of this Corporation is CONVERSATIONS OF THE HEART INC. and the actual address of the corporation is 1006 24th Street, Sarasota, Florida 34234.

ARTICLE II. DURATION

The Corporation shall have a perpetual existence and shall commence on January 4, 1995.

ARTICLE III. PURPOSE

EFFECTIVE DATE
1-04-95

The purpose for which this Corporation is organized shall be to engage in business in the State of Florida, and to do those things that are necessary or proper in connection with any business which is legal in this State, including, but not limited to, the following:

a) To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgage, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the Corporation may engage.

b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

c) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

d) To form and become a participant in any partnership, limited partnership, or joint venture, with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity so long as not in conflict with the restrictions imposed by the bylaws.

e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on corporations by the laws of the State of Florida.

f) To restrict the manner in which persons to whom its capital stock shall be issued or transferred including a shareholders agreement, and to enact bylaws to carry these restrictions into effect.

g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or furtherance of any of the owners set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Corporation Act as currently enacted, and as may be hereafter amended or superseded by other statutes.

ARTICLE IV. CAPITAL STOCK AUTHORIZED

The maximum number of shares which this 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. DIVIDENDS

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds debentures, notes, script, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be at 1648 Main Street, Sarasota, Florida 34236.

The initial registered agent of this Corporation at that office shall be Shari Streit Jansen, Esquire.

ARTICLE VII. DIRECTORS

The initial Board shall consist of three directors and the names and addresses of the persons who shall serve as Directors are as follows:

JANE LEE SILVERMAN
1006 24th Street
Sarasota, Florida 34234

SHARON KAY LONG
1006 24th Street
Sarasota, Florida 34234

SUE MCNABB
1528 South Tuttle Avenue
Sarasota, Florida 34239

ARTICLE VII. MAJORITY CONSENT VOTING

Any action required or permitted by the Business Corporation Act of the State of Florida at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of the outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to non-consenting stockholders by mailing said notice to said stockholders by first class mail, postage prepaid, to their address of record.

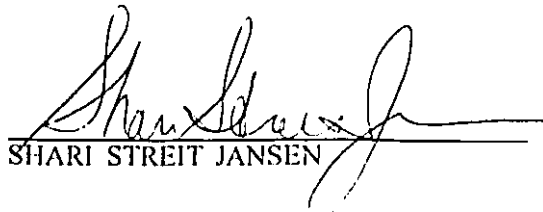
ARTICLE IX. AMENDMENTS

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 shareholders' 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 X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is SHARI STREIT JANSEN, Post Office Box 49974, Sarasota, Florida 34230.

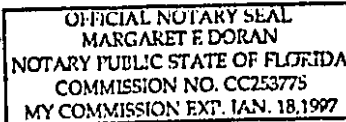
IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing ARTICLES OF INCORPORATION on January 3, 1995.


SHARI STREIT JANSEN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of January, 1995, by Shari Streit Jansen, who is personally known to me and who did take an oath. Shari Streit Jansen, is the person described herein, and she executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that said person subscribed to those ARTICLES OF INCORPORATION for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 3rd day of January, 1995.



Margaret F. Doran
Notary Public

CERTIFICATE DESIGNATING REGISTERED AGENT

AND ACCEPTANCE OF REGISTERED AGENT

In compliance with Sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST, that CONVERSATIONS OF THE HEART INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1006 24th Street, Sarasota, Florida 34234, and has named Shari Streit Jansen, 1648 Main Street, Sarasota, Florida 34236, as its agent to accept service of process within Florida.

Dated: January 3, 1995.

Shari Streit Jansen
Incorporator

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties

Shari Streit Jansen
SHARI STREIT JANSEN
Registered Agent