

P95000052928

WILLIAM T. KIRTLEY, P. A.

ATTORNEY AT LAW

(A FLORIDA PROFESSIONAL ASSOCIATION)

TELEPHONE  
(904) 987-9700  
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701 SARASOTA QUAY  
SARASOTA, FLORIDA 34230

June 30, 1995

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

Re: HEART ALERT INCORPORATED

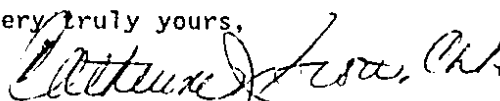
Gentlemen:

Enclosed for filing with your office are Articles of Incorporation for HEART ALERT INCORPORATED. Also enclosed is a check in the amount of \$122.50 covering the filing fee, the designation of agent fee and the cost of one certified copy.

Please file the enclosed Articles of Incorporation at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,




Catherine J. Scott  
Certified Legal Assistant

Enclosures

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-07/03/95--01039--008  
\*\*\*\*122.50 \*\*\*\*122.50

 GAVE

AUTHORIZATION BY PHONE TO

CONTACT 

DATE 7-10-95

DOC. EXAM 10-10-95

ARTICLES OF INCORPORATION  
OF  
HEART ALERT INCORPORATED

ARTICLE I - Name

The name of the corporation is:

HEART ALERT INCORPORATED

ARTICLE II - Mailing Address/Principal Address

The mailing address of the corporation shall be:

12909 North 56th Street, Suite 304  
Tampa, Florida 33617

ARTICLE III - Capital Stock

Section 1. The total number of shares of all classes of stock which the corporation shall have authority to issue is six million (6,000,000) shares.

The corporation shall have authority to issue two (2) classes of stock. Three million (3,000,000) shares shall be common stock having a par value of \$.01 (hereinafter referred to as "Common Stock") and three million (3,000,000) shares shall be preferred stock issuable in series and having a par value of \$.01 (hereinafter referred to as "Preferred Stock").

Section 2. Statement of Preferences, Limitations and Relative Rights in Respect of Shares of Each Class. A description of the different classes of stock and a statement of the designation, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock or each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

B. Common Stock.

(1) After the requirements with respect to preferential dividends upon the Preferred Stock shall have been met, if such preference be established by the Board of Directors of the

corporation, and after the corporation shall have complied with all requirements, if any, with respect to the setting aside of sums as a sinking fund or redemption or purchase account for the benefit of any series of Preferred Stock, then and not otherwise, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amount to be distributed to the holders of all series of the Preferred Stock then outstanding in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(3) Each holder of Common Stock shall have one (1) vote for each share of Common Stock held by him in all matters submitted to a vote of the stockholders. Cumulative voting in the election of directors will not be allowed.

#### ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 702 Sarasota Quay, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is WILLIAM T. KIRTLEY.

#### ARTICLE V - Incorporator

The name and address of the person signing these Articles is:  
WILLIAM T. KIRTLEY, 702 Sarasota Quay, Sarasota, Florida 34236.

#### ARTICLE VI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

#### ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


#### ARTICLE VIII - Affiliated Transactions

The provisions of Chapter 607.0901, Florida Statutes, as amended, shall not apply to this corporation.

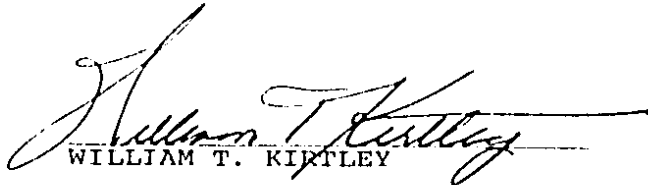
#### ARTICLE IX - Control Share Acquisitions

The provisions of Chapter 607.0902, Florida Statutes, as amended, shall apply to this corporation.

WITNESS my hand and seal at Sarasota, Florida this 30<sup>th</sup> day  
of June, 1995.

  
WILLIAM T. KIRTLEY

The undersigned, having been designated in the foregoing  
Articles of Incorporation as Registered Agent, hereby agrees to  
accept said designation.

  
WILLIAM T. KIRTLEY

P95000052928

WILLIAM T. KIRLEY, P.A.  
ATTORNEY AT LAW  
(A FLORIDA PROFESSIONAL ASSOCIATION)

TELEPHONE  
(904) 486-9750  
FAX  
(904) 304-8038

702 SARASOTA QUAY  
SARASOTA, FLORIDA 34236

August 4, 1995

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

Re: HEART ALERT INCORPORATED

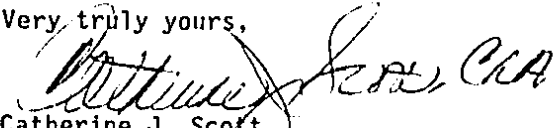
Gentlemen:

Enclosed for filing with your office are Articles of Amendment to the Articles of Incorporation of HEART ALERT INCORPORATED. Also enclosed is a check in the amount of \$87.50 covering the filing fee and the cost of one certified copy.

Please file the enclosed Articles of Amendment at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,

  
Catherine J. Scott  
Certified Legal Assistant

Enclosures

518/10  
Amend.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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AMENDMENT TO ARTICLES  
OF INCORPORATION OF  
HEART ALERT INCORPORATED

as Required by Chapter 607.0602,  
1993 Florida Statutes, as amended

HEART ALERT INCORPORATED (herein referred to as the "Corporation"), in accordance with Chapter 607.0602 and in connection with the intended issuance of a series of Preferred Stock designated as its First Series Preferred Stock, \$.01 par value, hereby provides the following statement, which statement shall constitute an Amendment to the Articles of Incorporation of the Corporation.

1. The name of the Corporation is HEART ALERT INCORPORATED.

2. The Articles of Incorporation of the Corporation, as presently in force, permit the Corporation to issue a maximum of three million (3,000,000) shares of Preferred Stock, \$.01 par value, in such series as the Board of Directors of the Corporation may determine from time to time.

3. By virtue of action of the Board of Directors of the Corporation, the Corporation is hereby authorized to issue its Preferred Stock designated as its First Series Preferred Stock in total authorized amount of 150,000 shares, each share having a par value of \$.01 (herein referred to as the "Shares"). The holders of the Shares shall be entitled to a preference over the holders of the Common Stock, \$.01 par value, of the Corporation (herein referred to as the "Common Stock") in the event of the liquidation of the Corporation on a voluntary or involuntary basis, such preference requiring that the holders of the Shares receive a liquidation distribution in cash or in assets of the Corporation in the amount of \$5 per Share prior to any liquidation distribution being made to the holders of the Common Stock of the Corporation. The Shares are non-voting except with respect to matters where voting rights are vested in such Shares by the Florida Business Corporation Act. The Shares and the Common Stock have equal

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DIVISION OF CORPORATE  
STATES  
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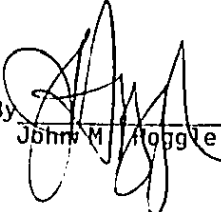
rights to receive dividends, if any dividends are declared and paid by the Corporation. During the period which has been defined by the action of the Board of Directors of the Corporation as the "Redemption Period", the Shares may be mandatorily redeemed by the Corporation from the holders thereof at a redemption price of \$5 per Share. If any Shares are redeemed, all Shares shall be redeemed. If, at the conclusion of the defined Redemption Period, such Shares have not been redeemed, such Shares shall be converted mandatorily into a like number of shares of Common Stock of the Corporation on the basis of one Share for each share of Common Stock. Such conversion formula shall be adjusted upward or downward in the event that the Common Stock of the Corporation is made the subject of any stock split, reclassification or other action resulting in an increase or decrease in the number of shares of Common Stock outstanding at the time of conversion.

4. Such director action with respect to the authorization of the Shares was effected July 31, 1995.

The foregoing statement is executed on behalf of the Corporation by its President and its Secretary for delivery to the Department of State in and for the State of Florida with any required fees.

Dated at Sarasota, Florida this 4th day of August, 1995.

HEART ALERT INCORPORATED

By  John M. Foggie, President

ATTEST:

  
William T. Kirtley, Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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