

4/15/96

FLORIDA DIVISION OF CORPORATIONS

606 31/00 APR 15 '96 10:16

4:09 PM

((H96000005305))

PUBLIC ACCESS SYSTEM

ENTER FROM FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ROBERT N. ALLEN, JR., P.A.

DEPARTMENT OF STATE

601 BRICKELL KEY DR

STATE OF FLORIDA

SUITE 805

409 EAST GAINES STREET

MIAMI FL 33131-0000 401-

TALLAHASSEE, FL 32399

CONTACT: RICK BAJANDAS

FAX: (904) 922-4000

PHONE: (305) 372-3300

FAX: (305) 379-7010

((H96000005305)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: J. HEART, INC.

FAX AUDIT NUMBER: H96000005305

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/15/1996

TIME REQUESTED: 16:09:27

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 073324000622

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000005305)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

96 APR 16 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/15/96

ENTER SELECTION AND <CR>:

96 APR 17 5:12 PM '96

SECRETARY OF STATE

FAX AUDIT NUMBER H96000005305

ARTICLES OF INCORPORATION

OF

J. Heart, Inc.

95 APR 16 PM 12:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is J. Heart, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131 the name of the initial registered agent at such office is the law office of Allen & Galego.

Preparer:

Ricardo Bajandas

Allen & Galego** (see fictitious name filing for registered agent)

Attorneys at Law

601 Brickell Key Drive, Suite 805

Miami, Florida 33131

Ph. (305) 372-3300

FL BAR NO. 0987750

FAX AUDIT NUMBER H96000005305

FAX AUDIT NUMBER H96000005305

ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Robert N. Allen, Jr., Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 15th day of April, 1996.



Robert N. Allen, Jr.
Incorporator

FAX AUDIT NUMBER H96000005305

FAX AUDIT NUMBER H96000005305

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for J. Heart, Inc., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.


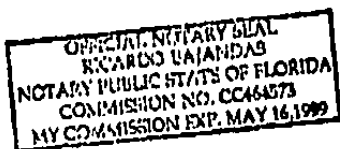
Dated as of the 15th day of April, 1996.

Allen & Galego

BY:


Robert N. Allen, Jr.
President

The foregoing instrument was acknowledged before me on this 15 day of April, 1996 by Robert N. Allen, Jr. to me personally known and who have taken the oath.


Notary Public, State of FloridaRicardo Uajandas
(Print Name)My Commission Expires: 5-29-96Dated as of the 15th day of April, 1996.FILED
96 APR 16 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER H96000005305