

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Heartworn Image
management consultant
Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		

<input type="checkbox"/> Art. of Amend. File	100001957471
<input type="checkbox"/> Dissolution/Withdrawal	-09/26/96--01009--025
<input type="checkbox"/> C U S-	***122.50 ***122.50
<input type="checkbox"/> Fictitious Name File	

<input type="checkbox"/> Name Reservation	
<input type="checkbox"/> Annual Report/Reinstatement	
<input type="checkbox"/> Reg. Agent Service	
<input type="checkbox"/> Document Filing	

<input type="checkbox"/> Corporate Kit	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> Document Retrieval	

<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> File No.'s, _____ Copies	
<input type="checkbox"/> Courier Service	
<input type="checkbox"/> Shipping/Handling	
<input type="checkbox"/> Phone ()	
<input type="checkbox"/> Top Priority	
<input type="checkbox"/> Express Mail Prep.	
<input type="checkbox"/> FAX () pgs.	

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY ADAL _____

WALK-IN Will Pick Up 9/26/96 12:01 ADAL 9/26

ARTICLES OF INCORPORATION
OF

HEARTWORKS IMAGE MANAGEMENT CONSULTANTS, INC.

ARTICLE I

Name and Address

The name of this corporation is Heartworks Image Management Consultants, Inc., whose place of business is located at 3890 Tampa Road, Suite 407, Palm Harbor, Florida 34684.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares at One Cent (\$.01) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986 or its successors.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Robert C. Dickinson III, and the address of the initial registered office of this corporation is 33920 U.S. 19 No., Suite 269, Palm Harbor, Florida 34684.

ARTICLE VII

Initial Board of Directors and Officers

Initially, this corporation shall have one (1) director. The number of directors and/or officers may be increased from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial director and officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Carlos Bayron, M.D.	3890 Tampa Road, Suite 407 Palm Harbor, FL 34684	President, Treasurer Secretary, Director

ARTICLE VIII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Carlos Bayron	3890 Tampa Road, Suite 407 Palm Harbor, FL 34684

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent, (51%), of the issued shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

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

ARTICLE XIII

Amendment

This corporation reserves the right, by a majority vote of shareholders, to amend or

repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of September, 1996.

Carlos Bayron, M.D.
CARLOS BAYRON, M.D., Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

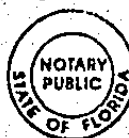
BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared CARLOS BAYRON, M.D., to be the person who executed the foregoing Articles of Incorporation who is personally known to me or who has produced _____ as identification and who did take an oath and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of September, 1996.

Valerie Y. Klause
Notary Signature

Notary Print Name: VALERIE Y. KLAUSE

My Commission Expires:



VALERIE Y. KLAUSE
My Comm Exp. 4/04/97
Bonded By Service Ins
No. CC273231

Notary Public
11000 L.B.

