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ACCOUNT NO. : 072100000032

REFERENCE : 134713 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 1, 2001

ORDER TIME : 12:04 PM

ORDER NO. : 134713-010

CUSTOMER NO: 7133468

CUSTOMER: Ms. Kimberly H. Ingram  
Kane And Koltun  
Suite 100  
557 N. Wymore Road  
Maitland, FL 32751

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-05/01/01--01100--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Name Change & Amend*

DOMESTIC AMENDMENT FILING

NAME: NET VENTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118  
EXAMINER'S INITIALS:

FILED  
01 MAY - 1 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 MAY - 1 PM 2:26  
DIVISION OF CORPORATION  
*DR*  
5/2/01

**SECOND AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NET VENTURES, INC.**

Pursuant to the provisions of Section 607.1006 of the *Florida Statutes*, Net Ventures, Inc., a corporation organized and existing under the laws of the State of Florida, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FILED  
01 MAY - 1 2001  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Section 1 - Name

The name of the corporation is Net Ventures, Inc. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

All of the members of the Board of Directors of the Corporation approved the following resolutions amending the Articles of Incorporation by written consent dated April 13, 2001, in accordance with the provisions of Section 607.0821 of the *Florida Statutes*, and a majority of the Shareholders of the Corporation cast a sufficient number of votes necessary to approve the resolution amending the Articles of Incorporation on April 30, 2001:

**RESOLVED**, that Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the corporation is healthheart, Inc."

**RESOLVED**, that Article V of the Articles of Incorporation shall be amended in its entirety to read as follows:

"The maximum number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is Ten Million (10,000,000) shares of common stock having a par value of \$.001 per share."

**RESOLVED**, that Article X of the Articles of Incorporation shall be amended in its entirety to read as follows:

"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 the Board of Directors to the shareholders, and approved at the shareholders' meeting by a majority of the stock entitled to vote thereon,

unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Notwithstanding the foregoing, the corporation, acting through its Board of Directors, reserves the right to amend these Articles of Incorporation in accordance with the provisions of Section 607.1002 of the *Florida Statutes*."

Section 3 – Effective Date of Amendment

The effective date of this Amendment to the Articles of Incorporation of Net Ventures, Inc. set forth herein shall be the date of filing of the Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 30<sup>th</sup> day of April, 2001.

Net Ventures, Inc.

By: Robert Drazen  
Robert Drazen, President