

George E. Edwards
ATTORNEY AT LAW

P99000045136

May 6, 1999

SUITE 109
950 NORTH FEDERAL HIGHWAY
POMPANO BEACH, FL 33062
(954) 781-0444

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

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-05/14/99--01092--007
*****122.50 *****78.75

RE: HEARTBEAT OF CARIBBEAN, INC.

Gentlemen:

Enclosed herewith is an original and one copy of Articles of Incorporation for the above-captioned corporation.

Kindly file and return one certified copy of same to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Also enclosed is a check for \$122.50 to cover the cost of filing and certification.

Thank you for your prompt attention to this matter. If you have any questions please contact this office.

Very truly yours,

George Edwards

GEORGE E. EDWARDS, ESQ.

GEE:ag

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 14 PM 2:15

2000 MAY 18 1999

ARTICLES OF INCORPORATION
OF
HEARTBEAT OF CARIBBEAN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE SERVICES
99 MAY 14 PM 2:15

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be HEARTBEAT OF CARIBBEAN, INC., and is located at 950 N. Federal Hwy., #216, Pompano Beach, FL 33062.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue 100 COMMON SHARES. The share of stock authorized shall be no par value. The consideration to be paid for each share shall be fixed at the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

This Corporation's Initial Registered Agent and Registered Office is the State of Florida shall be:

ROY H. BRESKY
950 North Federal Highway, #216
Pompano Beach, Florida 33062

ARTICLE V
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI
INITIAL DIRECTORS

The name and address of the director(s) are:

ROY H. BRESKY
950 N. Federal Hwy., #216
Pompano Beach, Florida 33062

The member(s) of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII
INCORPORATORS

The name and address of each Incorporator executing these Articles of Incorporation is:

ROY H. BRESKY
950 N. Federal Hwy., #216
Pompano Beach, Florida 33062

ARTICLE VIII
COMMENCEMENT DATE

Corporate existence will commence on the date Articles of Incorporation are approved.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

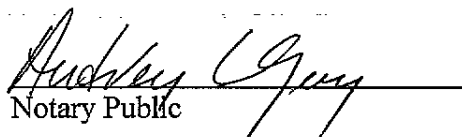


ROY H. BRESKY

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD.)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROY H. BRESKY to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 6th day of May, 1999.

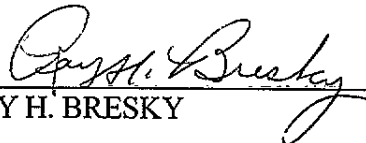


Notary Public

My Commission Expires:

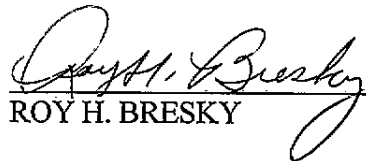
Audrey L. Gay
My Commission CC813916
Expires March 2, 2003

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates ROY H. BRESKY at 950 North Federal Highway, #216, Pompano Beach, Florida 33062 as Registered Agent to accept service of process within this State.



ROY H. BRESKY

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.



ROY H. BRESKY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE SERVICES
99 MAY 14 PM 2:15