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FLORIDA PROFIT CORPORATION OR P.A.

Heartchild, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 8, 1999

HOLLAND AND KNIGHT OF MIAMI

SUBJECT: HEARTCHILD, INC.
REF: W99000025741

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**ARTICLES OF INCORPORATION
OF
HEARTCHILD, INC.**

The undersigned, acting as incorporator of HeartChild, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is HeartChild, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 755 University Drive, Coral Gables, Florida 33134.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 755 University Drive, Coral Gables, Florida 33134 and the name of the corporation's initial registered agent at that address is Donald M. Irvin, Jr.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Donald M. Irvin, Jr., 755 University Drive, Coral Gables, Florida 33134.

THIS INSTRUMENT WAS PREPARED BY:
J. Thomas Cookson (Fla. Bar No.: 994472)
Holland & Knight LLP
701 Brickell Ave., #3000
Miami, Florida 33131
Tel (305) 374-8500
Fax (305) 789-7799

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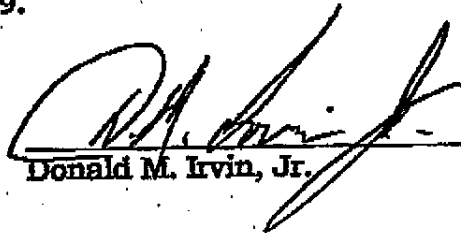
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to the reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on November 8, 1999.


Donald M. Irvin, Jr.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

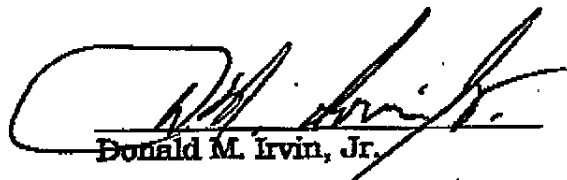
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That HeartChild, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 755 University Drive, Coral Gables, Florida 33134, has named Donald M. Irvin, Jr. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 8 day of November, 1999.


Donald M. Irvin, Jr.

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