

P99000105294

December 1, 1999

Department of State
PO Box 6327
Tallahassee FL 32314

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-12/02/99--01047--003
131.25 **87.50

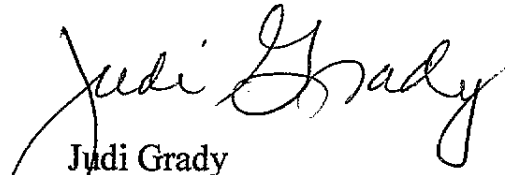
RE: Heartside Inc.

EFFECTIVE DATE
12-1-99

Dear Sir:

Enclosed with this letter are our Articles of Incorporation for Heartside Inc.
I would like the corporation to be effective as of December 1, 1999.
Enclosed you will find a check for \$131.25 to cover the filing fees, certified
copy and certificate.

Sincerely,


Judi Grady
President

FILED
99 DEC -2 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FL 32304

9-2-99

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is Heartside Inc.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 100 shares of common stock having a par value of \$1.00 per share.
5. The address of its initial registered office is:

11921 Caruso Drive
Panama City, Fl., 32404

The Registered Agent is Judi Grady

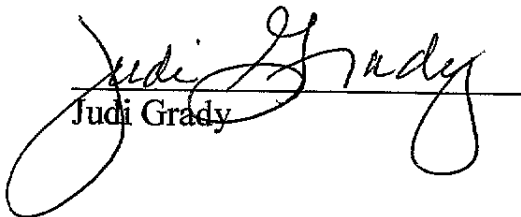
6. The number of directors may be from time to time fixed by the shareholders. The number of directors constituting its initial Board of Directors is one, whose name and address is as follows:

Judi Grady
11921 Caruso Drive
Panama City Fl., 32404

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
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7. The Corporation's principal office along with the Incorporator is as follows:
- Judi Grady
11921 Caruso Drive
Panama City, Fl., 32404
8. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders, and said power shall be exercised by a unanimous vote of the Directors and Shareholders.
9. The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting by a unanimous vote of all common stock issued and outstanding.
10. The unanimous consent of the Stockholders of the corporation shall be required for any Shareholder action.
11. The unanimous consent of the Board of Directors of the corporation shall be required for any action of the Board of Directors.
12. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the corporation.
13. This corporation shall commence its existence on this, the 1st day of December 1999, as agreed upon by all shareholders.


Judi Grady

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Judi Grady, personally appeared, well known to me to be the person described herein and who executed the foregoing instrument and acknowledged to and before me that he executed the same. Witness my hand and official seal this 1st day of December 1999.



Jacquelyn F. Spradley
MY COMMISSION # CC858606 EXPIRES
August 19, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Jacquelyn F. Spradley
Notary Public
Jacquelyn F. Spradley

CERTIFIED DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED.

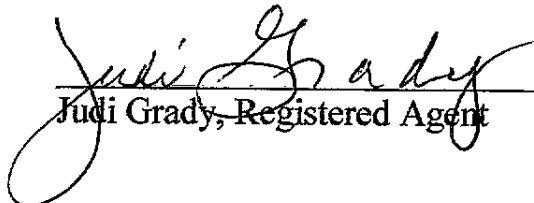
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said act:

First – Heartside Inc., desiring to organize under the laws of the State of
Florida with it's principal office as indicated in the Articles of Incorporation,
at City of Panama City, County of Bay, State of Florida, has named Judi
Grady, 11921 Caruso Drive, Panama City, Florida, 32404 as its registered
agent to accept services of process with this State.

ACKNOWLEDGEMENT

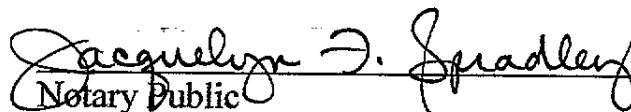
Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said office.

FILED
99 DEC -2 PM 12:27
TALLAHASSEE
SECRETARY OF STATE


Judi Grady, Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Judi Grady, personally appeared, well
known to me to be the person described herein and who executed the
foregoing instrument and acknowledged to and before me that he executed
the same. Witness my hand and official seal this 1st day of December 1999.


Notary Public

Jacquelyn F. Spradley



Jacquelyn F. Spradley
MY COMMISSION # CC858606 EXPIRES
August 19, 2003
BONDED THRU TROY FAIN INSURANCE, INC.