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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

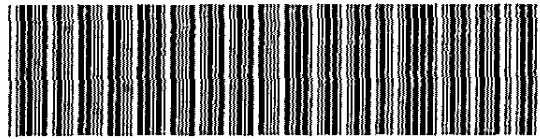
(Business Entity Name)

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FIELD
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INFORMATION
05 MAY 11 PM 12:58



May 9, 2005

Department of State
Division of Corporations
P.O. Box 6327
114 N.W. Sixth Street, Suite 203
Tallahassee, FL 32314

RE: HERITAGE FUNDS DISTRIBUTORS, INC.

To Whom It May Concern:

Please find the enclosed Articles of Incorporation, check for filing fee and Transmittal Letter. Should you have any questions, please feel free to contact me.

Sincerely yours,

Susan L. Walzer, Vice President
Associate Corporate Counsel

Enclosure

MJP

RAYMOND JAMES

S. ASSOCIATES, INC.
Member New York Stock Exchange/SIPC

LEGAL DEPARTMENT

The Raymond James Financial Center 880 Carillon Parkway P.O. Box 12749 St. Petersburg, FL 33733-2749
Writer's Direct Dial: (727) 567-4014 (727) 567-8053 FAX e-mail: Susan.Walzer@RaymondJames.com

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Heritage Fund Distributors, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

880 Carillon Parkway
St. Petersburg, FL 33716

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To be a broker/dealer engaged in the sale of securities and/or mutual funds.

ARTICLE IV SHARES

The number of shares of stock is:

100 at \$.01

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Robert N. Brady, Chairman and President
Jamie A. Atkinson, Vice President and Director
KC Clark, Director

FILED
STATE TARIFF OF STATE
DIVISION OF CORPORATIONS
05 MAY 11 PM 12:58

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:


Susan Walzer
880 Carillon Parkway
St. Petersburg, FL. 33716

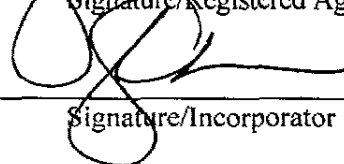
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:


Susan Walzer
880 Carillon Parkway
St. Petersburg, FL 33716


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent


Signature/Incorporator



Date


Date