

P95000006569

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
JACKSONVILLE

50 N LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650
19041 354 8000
FACSIMILE 19041 353 1673

LOS ANGELES
NEWARK
PITTSBURGH
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS
LONDON
MOSCOW

WRITER & DIRECT DIAL

January 19, 1995

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

700001387287
-01/23/95--01092--014
***122.50 ***122.50

Re: Heritage Design and Construction, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 representing:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Fee for One Certified Copy of Articles	\$ 52.50
TOTAL	\$122.50

Please forward to us a certified copy of the Articles after filing.

Very truly yours,

Melinda Mantor
Melinda Mantor
Legal Assistant

Enclosures
cc: Michael B. Kirwan

FILED
JAN 23 1995
11:47

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ARTICLES OF INCORPORATION
OF
HERITAGE DESIGN AND CONSTRUCTION, INC.

FILED
EST. 1988
MAY 11 1988

ARTICLE I - NAME

The name of this Corporation is Heritage Design and Construction, Inc.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is 9125 Trevi Circle East, Jacksonville, Florida 32257-8071.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 9125 Trevi Circle East, Jacksonville, Florida 32257-8071 and the name of its initial registered agent at such address is Larry S. Ulm.

ARTICLE V - INITIAL BOARD OF DIRECTORS

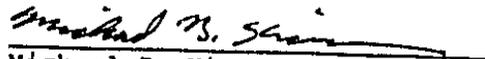
The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of the person who is to serve as a member thereof is:

Larry Scott Ulm
9125 Trevi Circle East
Jacksonville, Florida 32257-8071

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Michael B. Kirwan,
50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 18th day of January, 1995.


Michael B. Kirwan
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Heritage Design and Construction, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Larry S. Ulm, located at 9125 Trevi Circle East, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Michael W. Skimm
Incorporator

1/18/95
Date

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Larry S. Ulm hereby agrees to act in this capacity, and Larry S. Ulm further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

L. Scott Ulm
Larry S. Ulm

1/18/95
Date