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LEGAL & FINANCIAL SERVICES

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MAY 11 1995

DIVISION OF CORPORATION

ACCOUNT NO. : 072 0000182

REFERENCE : 596036 82015A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 131.25

ORDER DATE : May 9, 1995

ORDER TIME : 12:42 PM

800001481508

ORDER NO. : 596036

CUSTOMER NO: 82015A

CUSTOMER: Ms. Cynthia L. Rentz
THE HERITAGE COMPANY

Suite 4
101 George King Boulevard
Cape Canaveral, FL 32920

DOMESTIC FILING

NAME: HERITAGE PARTNERS GROUP
XXI, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN MAY 10 1995

FILED
95 MAY -9 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP XXI, INC.

FILED
95 MAY -9 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: **HERITAGE PARTNERS GROUP XXI, INC.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is: 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920. The initial mailing address of the corporation is 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920.

ARTICLE III - AUTHORIZED SHARES

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

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920, and the initial registered agent of this corporation at that address is Gregory A. Popp.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

NAME

Jacqueline McPhillips

ADDRESS

101 George King Blvd.
Suite 4
Cape Canaveral, FL 32920

PREPARED BY:
GREGORY A. POPP, ESQ.
101 GEORGE KING BLVD., SUITE 4
CAPE CANAVERAL, FL 32920
(407) 799-4090
FL. BAR NO. 0220531

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the members of this corporation's Initial Board of Directors are as follows:

JACQUELINE McPHILLIPS

101 George King Blvd.
Suite 4
Cape Canaveral, FL 32920

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

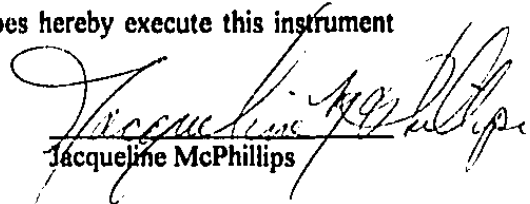
ARTICLE VIII- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 27th day of April, 1995.


Jacqueline McPhillips

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 MAY -9 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

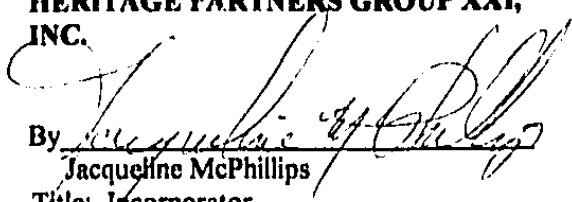
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is: **HERITAGE PARTNERS GROUP XXI, INC.**

2. The name and address of the registered agent and office is:

Gregory A. Popp
101 George King Boulevard, Suite 4
Cape Canaveral, FL 32920

**HERITAGE PARTNERS GROUP XXI,
INC.**

By 
Jacqueline McPhillips
Title: Incorporator

DATED this 27th day of April, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


Gregory A. Popp

Dated this 27th day of April, 1995.