

Samuel S. Leonard

4319 Navarre Avenue
Sebring, Florida 33872

Home Phone (941) 382-7519

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October 7, 1996

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

To whom it may concern:

Enclosed are: a) the Articles of Incorporation of Heartland Trade Exchange, Inc.; b) a simple photocopy of the articles; c) a personal check in the amount of \$78.75; and d) a postage paid return envelope.

Please accept these articles of incorporation for filing with your office. In lieu of a certified copy, please simply stamp the photocopy with the filing date and return it, along with a certificate of status, in the enclosed envelope.

Thank you for your prompt and kind attention. Please do not hesitate to contact me if there are any problems.

Sincerely,

Samuel S. Leonard
Samuel S. Leonard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 OCT -9 PM 12:35

of 10/11/96

**ARTICLES OF INCORPORATION
OF
HEARTLAND TRADE EXCHANGE, INC.**

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OFFICE
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I, the undersigned, as a proper person acting as incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

Article I. Name. The name of the corporation is: Heartland Trade Exchange, Inc.

Article II. Duration. The duration of the corporation is: perpetual.

Article III. Purpose. The purpose of the Corporation is as follows:

- A. This Corporation is organized under Chapter 607, Florida Statutes. Specifically, the intent of this Corporation is to establish a network of businesses/individuals for the purpose of bartering goods and services among network members. Also, the corporation shall act as a broker in arranging such trades.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon such corporations.

Article IV. Effective Date. The Corporation will commence business immediately upon filing these articles with the Florida Department of State, Division of Corporations. The Corporation's fiscal year will end each year on September 30.

Article V. Stock. Provisions for the issuance of stock are as follows:

- A. The aggregate number of authorized shares of common stock is one hundred (100). This stock shall have no par value. The Corporation may issue additional shares of other types or classes of stock if so provided in the bylaws.
- B. Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation shall be set forth in the bylaws.
- C. Cumulative voting of shares of stock are authorized.

Article VI. Initial Registered Agent. The Corporation's initial registered agent is Samuel S. Leonard.

Article VII. Corporate Address. The street address of the Corporation's initial principle office is 4319 Navarre Avenue, Sebring, Florida 33872.

Article VIII. Initial Board of Directors. The initial Board of Directors shall have three (3) members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Samuel S. Leonard	4319 Navarre Ave., Sebring, FL 33872
Marion Wheelock	701 Thunderbird Hill Rd., Sebring, FL 33872
Todd H. Brockwell	3025 Duane Palmer Blvd Sebring, FL 33870

The Bylaws shall provide the method of election of all Directors, and the number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article IX. Officers. The officers of the Corporation shall consist of a President, Vice President, and Secretary. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Samuel S. Leonard	4319 Navarre Ave., Sebring, FL 33872
Vice President	Marion Wheelock	701 Thunderbird Hill Rd., Sebring, FL 33872
Secretary	Todd H. Brockwell	3025 Duane Palmer Blvd., Sebring, FL 33870

Article X. Incorporator. The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Samuel S. Leonard	4319 Navarre Ave., Sebring, FL 33872


Samuel S. Leonard - Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Samuel S. Leonard - Registered Agent

STATE OF FLORIDA
CORPORATION
MAY 12 1955