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April 2, 1998

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

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-04/06/98--01074--003
***122.50 ***122.50

Re: Heritage International Communications, Inc.

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for the above, together with our check in the sum of \$122.50 covering the requisite filing fees.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours,

Brigitte Van Tassel
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -6 AM 9:04

4-8-98
WS

ARTICLES OF INCORPORATION
OF
HERITAGE INTERNATIONAL COMMUNICATIONS, INC.

FILED
SECRETARY OF CORPORATIONS
98 APR -5 AM 9:04

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HERITAGE INTERNATIONAL COMMUNICATIONS, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing of these articles.

ARTICLE III

The street address of the principal office of the Corporation is 1600 West Eau Gallie Boulevard, Melbourne, Florida 32935.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is ten thousand (10,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1600 West Eau Gallie Boulevard, Melbourne, Florida 32935. The initial registered agent for the Corporation at that address is James D. Carraway.

ARTICLE VI

The initial board of directors shall consist of four (4) members. The names and address of the persons who will serve on the initial board of directors are:

Name
JAMES D. CARRAWAY

Address
1600 West Eau Gallie Blvd.
Melbourne, Florida 32935

WILLIAM R. TOLLEY

1600 West Eau Gallie Blvd.
Melbourne, Florida 32935

BILLY C. JONES

5773 Newbury Circle
Melbourne, Florida 32901

DELWYN D. ANDERSON

1414 Gleneagles Way
Rockledge, Florida 32955

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

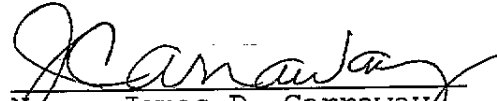
Name
JAMES D. CARRAWAY

Address
1600 West Eau Gallie Blvd.
Melbourne, Florida 32935

ARTICLE VIII

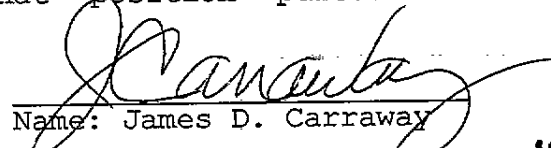
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 31st day of March, 1998.


Name: James D. Carraway

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HERITAGE INTERNATIONAL COMMUNICATION, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: James D. Carraway

Date: March 30, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -6 AM 9:04