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WOODEN & McLAUGHLIN LLP

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DOUGLAS B. KING
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1600 CAPITAL CENTER SOUTH • 201 NORTH ILLINOIS STREET
INDIANAPOLIS, INDIANA 46204
TELEPHONE (317) 639-6151 • FAX (317) 639-6444

May 17, 1999

VIA UNITED PARCEL SERVICE

Mr. Sam Rodriguez
Heritage Financial Group, LLC
3922 Coconut Palm Drive, Suite 106
Tampa, Florida 33619

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-05/24/99-01093-017

****35.00 ****35.00

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-05/24/99-01093-018

****250.00 ****250.00

Re: Signature of Resident Agent

Dear Mr. Rodriguez:

Enclosed please find the following forms for Heritage Financial Group, LLC, an Indiana limited liability company:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and a check in the amount of \$250.00 for the application;
2. Certificate of Designation of Registered Agent/Registered Office and a check in the amount of \$35.00; and
3. Application for Registration of Fictitious Name and a check in the amount of \$80.00.

Please sign the Certificate of Designation of Registered Agent/Registered Office and forward the enclosed forms and checks to the office of the Florida Secretary of State at your earliest convenience. The address for the Florida Secretary of State is Corporations Division, 409 East Gaines Street, Tallahassee, Florida 32399.

If you have any questions regarding the enclosed, please do not hesitate to call me.

Very truly yours,

R. David Emerick
R. David Emerick

RDE:dv

Enclosures

cc: Larry L. Grubbs

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

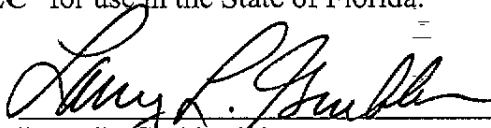
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Name	OK
Availability	OK
Document	OK
Examiner	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

WRITTEN RESOLUTION
OF THE MANAGER OF
HERITAGE FINANCIAL GROUP, LLC

The undersigned duly appointed Manager of Heritage Financial Group, LLC, an Indiana limited liability company (the "Company"), adopts effective as of June 1, 1999, the following resolution as a resolution of the Company:

RESOLVED, that the Company hereby adopts the alternative name of "Heritage Financial Group Southern, LLC" for use in the State of Florida.



Larry L. Grubbs, Manager

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TELEPHONE (317) 639-6151 • FAX (317) 639-6444

June 1, 1999

VIA UPS OVERNIGHT DELIVERY

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

Re: Heritage Financial Group, LLC
Reference #W99000012180

Dear Ms. Cline:

Enclosed please find a revised Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and a revised Application for Registration of Fictitious Name (with application fee) for Heritage Financial Group, LLC (the "Company"). Also enclosed is a Resolution from the Company adopting the alternative name of "Heritage Financial Group Southern, LLC" for use in the State of Florida.

If you have any questions or comments regarding the enclosed, please feel free to call me.

Very truly yours,


R. David Emerick

RDE:dv
Enclosures

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99 JUN -2 PM 1:41



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 25, 1999

R. DAVID EMERICK
WOODEN & MCLAUGHLIN LLP
201 NORTH ILLINIOS STREET
INDIANAPOLIS, IN 46204

SUBJECT: HERITAGE FINANCIAL GROUP, LLC
Ref. Number: W99000012180

We have received your document for HERITAGE FINANCIAL GROUP, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 499A00028811

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Heritage Financial Group Southern, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Indiana
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 35-2075003
(FEI number, if applicable)
4. April 23, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No business has been transacted in Florida to date.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6910 North Shadeland, Suite 204
Indianapolis, Indiana 46220
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Larry L. Grubbs	MGRM		
6910 N. Shadeland Ave.			
Suite 204			
Indianapolis, IN 46220			

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

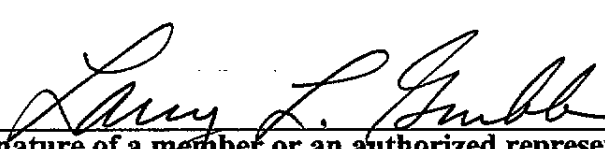
The undersigned member or authorized representative of a member of Heritage
Financial Group Southern, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$190,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$190,000.00.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Larry L. Grubbs

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Heritage Financial Group Southern, LLC

2. The name and the Florida street address of the registered agent and office are:

Sam Rodriguez

(Name)

3922 Coconut Palm Dr., Suite 106

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa

FL

33619

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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 I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the limited liability company records and the proper official to execute this certificate.

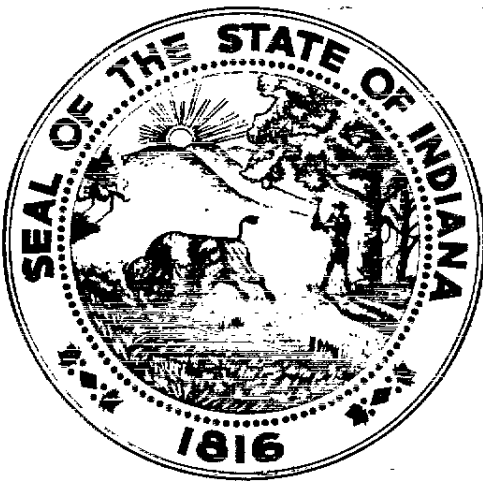
I further certify that records of this office disclose that

HERITAGE FINANCIAL GROUP, LLC

filed Articles of Organization effective April 23, 1999, and is a limited liability company duly organized and existing under the laws of the State of Indiana.

I further certify this limited liability company has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Third day of May, 1999.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

YK
Deputy