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May 8, 2000

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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

RE: 440 HEINBERG, INC.

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to 440 HEINBERG, INC.

Also enclosed please find check in the amount of \$78.75 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$ 78.75

FILED
00 MAY 10 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,

Gerald L. Brown
For the Firm

GLB:las
Enclosures

T. Burch MAY 10 2000

ARTICLES OF INCORPORATION

OF

440 HEINBERG, INC.

ARTICLE ONE - NAME

The name of the corporation is 440 Heinberg, Inc.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 17 W. Cedar Street, Suite 3, Pensacola, Florida 32501, with a mailing address of 17 W. Cedar Street, Suite 3, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation at that address is John S. Carr.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS AND SPECIFIC POWERS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME

- ADDRESS

John S. Carr

17 W. Cedar Street, Suite 3
Pensacola, Florida 32501

FILED
00 MAY 10 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard P. Morette

17 W. Cedar Street, Suite 3
Pensacola, Florida 32501

Eric J. Nickelsen

17 W. Cedar Street, Suite 3
Pensacola, Florida 32501

Edward M. Chadbourne, Jr.

17 W. Cedar Street, Suite 3
Pensacola, Florida 32501

No sale, transfer, conveyance, lease or mortgage of any property of the Corporation shall be effective without the written consent of all directors, and all other actions of the Corporation shall require the approval of all directors.

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is John S. Carr, 17 W. Cedar Street, Suite 3, Pensacola, Florida 32501.

ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

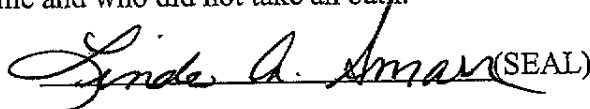
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 8th day of May, 2000.


John S. Carr, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 8th day of May, 2000 by John s. Carr, who is personally known to me and who did not take an oath.

 (SEAL)

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

440 HEINBERG, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that 440 HEINBERG, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pensacola, County of Escambia, State of Florida has named John S. Carr located at 17 W. Cedar Street, Suite 3, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



John S. Carr, Registered Agent