

00000065439  
TRANSMITTAL LETTER

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

400003313584--5  
-07/05/00--01098--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** Heartland Diversified Industries, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Mike McLaughlin

Name (Printed or typed)

1016 Shore Acres Drive

Address

Leesburg, FL 34748

City, State & Zip

(352) 323-4956

Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUL -5 AM 11:29

FILED

**NOTE:** Please provide the original and one copy of the articles.

gk 7/7

**ARTICLES OF INCORPORATION  
OF  
HEARTLAND DIVERSIFIED INDUSTRIES, INC.**

**ARTICLE I**

The name of this Corporation shall be: Heartland Diversified Industries, Inc.

**ARTICLE II**

The principal place of business and mailing address of this Corporation shall be:  
1016 Shore Acres Drive - Leesburg, Florida 34748.

**ARTICLE III**

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV**

A. The total authorized shares of stock of this Corporation shall be 30,000,000 shares of common stock of the par value of \$.001 per share and 5,000,000 shares of preferred stock of the par value of \$.002 per share.

B. The board of directors shall have the authority and power to accept and reject subscriptions for shares; to allot, sell, issue and deliver shares, options thereon, purchase or subscription warrants therefor or other evidence of such option rights; to grant rights to convert any of the securities of the Corporation, including shares of any class, into shares of the Corporation of any class; and to fix the terms, provisions and conditions of said options, and said rights to convert, including the option price or prices at which shares may be purchased or subscribed for and the conversion basis or bases.

C. If any payment for shares subscribed and allotted is not made on the due date, the Corporation may, in addition to any other remedies provided by law, terminate, cancel and revoke the allotment of unpaid shares.

D. The board of directors shall have the authority and power to fix and alter, from time to time, in respect of shares then unallotted, any or all of the following: the dividend rate; the redemption price; the liquidation price; the conversion rights and sinking or purchase fund rights of shares of any class, or of any series of any class, or the number of shares constituting any series of any class.

**FILED**  
00 JUL -5 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V**

Provisions for the regulation of the internal affairs of the Corporation are those set forth in the Corporation's Bylaws, and the board of directors shall have the authority to alter, amend, repeal, or adopt new Bylaws at any regular or special meeting of the board of directors.

## **ARTICLE VI**

The holders of the stock of this Corporation shall be entitled to cumulative voting rights for the election of directors.

## **ARTICLE VII**

The Corporation shall have the power to indemnify any person to the full extent permitted under the laws of the State of Florida.

## **ARTICLE VIII**

The name and Florida street address of the initial registered agent is Michael B. McLaughlin, 1016 Shore Acres Drive, Leesburg, Florida 34748.

## **ARTICLE IX**


The number of directors constituting the initial Board of Directors of the Corporation are two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

Michael B. McLaughlin, 1016 Share Acres Drive, Leesburg, Florida 34748; and

Wyman D. Taylor, 3027 Eighth Avenue S., Great Falls, Montana 59405.

## **ARTICLE X**

The name and address of the Incorporator is: Michael B. McLaughlin, 1016 Shore Acres Drive, Leesburg, Florida 34748.


  
Michael B. McLaughlin, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

FILED  
00 JUL -5 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

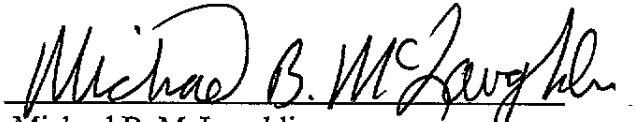
Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Heartland Diversified Industries, Inc.
2. The name and address of the registered agent is:

  
Michael B. McLaughlin, Incorporator  
1016 Shore Acres Drive, Leesburg, FL 34748

DATE: June 30, 2000

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 I am familiar with and accept the obligations of my position as registered agent.

  
Michael B. McLaughlin

DATE: June 30, 2000