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JOHN FENNIMAN, CHARTERED

ATTORNEYS AT LAW
900 SE OCEAN BLVD., SUITE 120
STUART, FLORIDA 34994

JOHN FENNIMAN

TELEPHONE
561-287-4300

August 28, 2000

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*****87.50 *****87.50

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS
1.850.487.6052

RE: **HEIDBREN, INC.**

FILED
00 AUG 30 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ladies and Gentlemen:

Enclosed for filing are the Articles of Incorporation of **Heidbren, Inc.**, together with a duplicate counterpart for certification. Our firm's check payable to the Department of State in the amount of \$87.50 is enclosed for fees as follows:

Filing Fee	35.00
Designation of Registered Agent	35.00
Certified Copy	8.75
Certificate of Status	8.75
Total	<u>\$87.50</u>

Should you have any questions or need additional information, please contact the undersigned or Janice Fenniman at (561) 287-4300.

Please return the certified copy of the Articles of Incorporation and the Certificate of Status to this office.

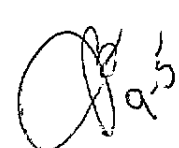
Sincerely,



John Fenniman

JF/jmf

Enclosures


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**ARTICLES OF INCORPORATION
OF
HEIDBREN, INC.
a Florida corporation**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I
NAME**

The name of the corporation is **HEIDBREN, INC.**

**Article II
DURATION**

This corporation shall exist perpetually.

**Article III
NATURE OF BUSINESS**

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

**Article IV
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and initial mailing address of the corporation is 4152 W. Blue Heron Blvd., Suite 116, Riviera Beach, Florida 33404.

**Article V
CAPITAL STOCK**

A. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having One Dollar (\$1.00) par value.

B. Preemptive Rights. Shareholders shall have no preemptive rights.

C. Cumulative Voting. Cumulative voting shall not be permitted.

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TALLAHASSEE, FLORIDA

Article VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4152 W. Blue Heron Blvd., Suite 116, Riviera Beach, Florida, and the name of the initial registered agent of this corporation at that address is W.K. Schickedanz.

Article VII
DIRECTORS

A. **Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

B. **Initial Director.** The name and street address of the member of the first board of director(s) of the corporation is:

Heidi Matthias, 1500 Highway #27, Schomberg, Ontario, Canada L0G 1T0

C. **Compensation.** The board of director(s) is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees, or agents, or former directors, officers, employees, or agents, or any person or persons who may have served at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise in which it owns shares of capital stock, or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements, and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Article IX
BYLAWS

The initial Bylaws of this corporation shall be adopted by the director(s). Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws are not subject to amendment or repeal by the directors.

Article X
INCORPORATOR

The name and street address of the incorporator of this corporation is:

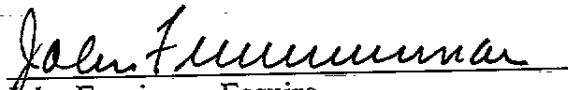
John Fenniman, Esquire
JOHN FENNIMAN, CHARTERED
900 S.E. Ocean Blvd., Suite 120
Stuart, Florida 34994

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Article XI
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on August 28, 2000.


John Fenniman, Esquire
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


W.K. Schickedanz, Registered Agent

Dated: August 28th, 2000.