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Law Offices of

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February 20, 2001

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-02/22/01--01094--009  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

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

RE: Heather Glen Farms, Inc.

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing the fees for filing and a certified copy and a certificate of status.

Also enclosed is the original Certificate Designating Registered Agent signed by the corporation and accepted by the Registered Agent.

Thank you for your assistance in this matter.

Sincerely,  
  
Richard S. Wheeler

FILED  
01 FEB 22 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Richard Spice Wheeler, B.A., J.D.

*Admitted to practice in state and federal courts in New York, the District of Columbia and Florida and the U.S. Tax Court*

Curtis L. O'Neal, M.B.A., J.D.  
Legal Assistant

gja/23

**ARTICLES OF INCORPORATION  
OF  
HEATHER GLEN FARMS, INC.**

**ARTICLE I - NAME**

The name of this corporation is HEATHER GLEN FARMS, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II - DURATION**

The Corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

**ARTICLE IV - CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of common stock having no par value, which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS; REGISTERED OFFICE & AGENT**

The street address of the principal place of business of the Corporation is 2265 Lee Road, Suite 103, Winter Park, Florida 32789. The initial registered office of the Corporation is 2265 Lee Road, Suite 103, Winter Park, Florida 32789, and the name of the initial registered agent of the Corporation at that address is Richard Spice Wheeler, Esq.

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TALLAHASSEE, FLORIDA

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Richard Spice Wheeler, Esq.	2265 Lee Road, Suite 103 Winter Park, Florida 32789

**ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator signing these Articles is Richard Spice Wheeler, Esq., whose address is 2265 Lee Road, Suite 103, Winter Park, Florida 32789.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the Corporation to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision of these Articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 20<sup>th</sup> day of February, 2001.

  
\_\_\_\_\_  
Richard Spice Wheeler, , as Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted;

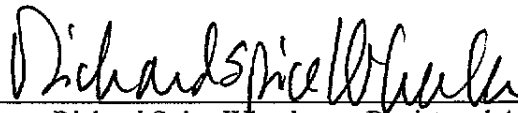
HEATHER GLEN FARMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 2265 Lee Road, Suite 103, Winter Park, Florida 32789, has named Richard Spice Wheeler, Esq., located at 2265 Lee Road, Suite 103, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

Dated this 20<sup>th</sup> day of February, 2001.

  
\_\_\_\_\_  
Richard Spice Wheeler, as Sole Director

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01 FEB 22 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named the agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
Richard Spice Wheeler, as Registered Agent

Richard Spice Wheeler, as Registered Agent