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Attorneys at Law

Andrew R. Reilly & Associates

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Andrew R. Reilly
Fred Reilly

March 4, 2002

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

Via Federal Express (850) 488-9000

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-03/05/02--01053--014
*****122.50 *****78.75

Re: H.E.A.R.T. Realty, Inc.

Dear Sir/Madame:

Enclosed please find for filing for H.E.A.R.T. Realty, Inc.:

1. Articles of Incorporation.
2. Certificate of Designation of Registered Agent/Registered Office.

Filing Fee	\$35.00
Resident Agent Fee	\$35.00
<u>Certified Copy of Articles</u>	<u>\$52.50</u>
TOTAL	\$122.50

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

A prepaid Fedex envelope is enclosed for the return of the documents to me.

The you for your kind assistance in this matter.

With kindest regards,


Andrew R. Reilly
ARR/mma

SEC.STATE.LTR(02R-MISC) MMA 03/04/02

*"The courts shall be open to every person for redress of any injury,
and justice shall be administered without sale, denial or delay."*

Article I, § 21 - Florida Constitution

D. WHITE MAR - 7 2002

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**ARTICLES OF INCORPORATION
OF
H.E.A.R.T. REALTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is H.E.A.R.T.REALTY, INC..

ARTICLE II

The existence of the corporation shall begin on March 1, 2002.

ARTICLE III

The street address of the principal office of the corporation is 209 Town Center Blvd., Davenport, Florida 33896

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 5000, par value \$1 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

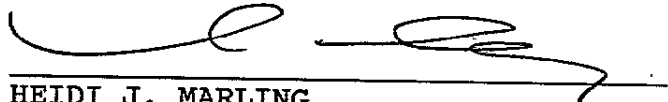
The initial street address of the corporation's registered office is 95 South Tenth Street, Haines City, FL 33844 The initial registered agent for the corporation at that address is Andrew R. Reilly, Esquire.

ARTICLE VI


The name and street address of the incorporator of these articles of incorporation is:

Name	Address
HEIDI J. MARLING	209 TOWN CENTER BLVD. DAVENPORT, FL 33896

The undersigned has executed these articles of incorporation on March 1, 2002.


HEIDI J. MARLING
Incorporator

WITNESSES:


Andrew R. Reilly


Mary M. Ackroyd

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

UNDER THE PROVISIONS OF F.S. 607.0501, 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: H.E.A.R.T. REALTY, INC.
2. The name and address of the registered agent and office is:

ANDREW R. REILLY, ESQUIRE
95 SOUTH TENTH STREET.
P.O. BOX 2039
HAINES CITY, FLORIDA 33845

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 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.


ANDREW R. REILLY

March 4, 2002