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Law Office of

David B. McEwen, P.A.

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August 27, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

900007534199--1
-09/05/02--01023--012
*****78.75 *****78.75

Re: Heffren Marketing, Inc.

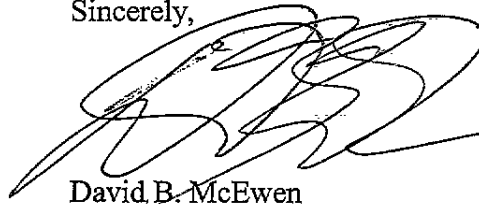
Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, together with a check in the amount of \$78.75 to cover the following fees:

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

Please file the original Articles and return to me a certified copy of same. Thank you.

Sincerely,



David B. McEwen

DBM:kc
Enclosure
cc: Mr. John Heffren (enclosure)

C:\My Documents\Client Files\Heffren\secy-state-ltr.wpd

FILED
2002 SEP -5 AM 9:52
STATE DEPT OF STATE
TALLAHASSEE FLORIDA

9/10/02

FILED

2002 SEP -5 AM 9: 52

**ARTICLES OF INCORPORATION OF
HEFFREN MARKETING, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

A FLORIDA GENERAL CORPORATION

ARTICLE 1. NAME. The name of this corporation is HEFFREN MARKETING, INC.

ARTICLE 2. ENABLING LAW. This corporation is organized pursuant to the Florida General Corporation Act of the State of Florida, as set forth in the Florida Statutes.

ARTICLE 3. PURPOSE. The Corporation is organized in order to engage in any lawful purpose or purposes, allowed under the laws of the United States of America or the State of Florida.

ARTICLE 4. TERM. This Corporation shall have a perpetual existence.

ARTICLE 5. CAPITAL STOCK. The corporation is authorized to issue 7500 shares of capital stock, all of one class, at \$1.00 par value.

ARTICLE 6. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

David B. McEwen, Esquire
David B. McEwen, P.A.
100 First Avenue South, Suite 340
St. Petersburg, Florida 33701

ARTICLE 7. BOARD OF DIRECTORS. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws duly adopted in the manner provided by law, but that number shall never be less than one (1). Directors shall be elected annually by majority vote of the shareholders. The name and address of the initial director is:

John Heffren
c/o Heffren Marketing, Inc.
13537 Lake Vining Drive, #12302
Orlando, FL 32821

ARTICLE 8. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT.

The address of this Corporation's initial principal office in the State of Florida is 13537 Lake Vining Drive, #12302, Orlando, Florida 32821.

The name of this Corporation's initial registered agent is John Heffren at Heffren Marketing, Inc., 13537 Lake Vining Drive, #12302, Orlando, Florida 32821.

ARTICLE 9. PRINCIPAL OFFICE. The corporation's principal office and mailing address are as follows:

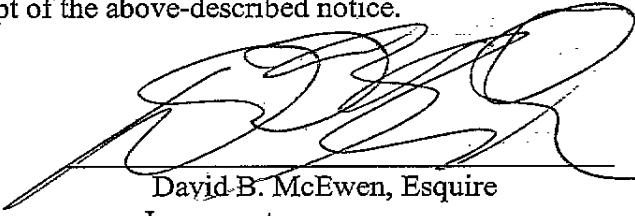
Heffren Marketing, Inc., 13537 Lake Vining Drive, #12302, Orlando, Florida 32821

ARTICLE 10. BYLAWS. Bylaws will be hereinafter adopted by the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all shareholders.

ARTICLE 11. AMENDMENT TO ARTICLES. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 12. PREEMPTIVE RIGHTS. Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within thirty (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be

waived by an affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days after receipt of the above-described notice.


David B. McEwen, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County above, personally appeared DAVID B. McEWEN, ESQUIRE, to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 26th
day of August, 2002.

My Commission Expires:



Marsha Kim Curry
Commission # DD128478
Expires Aug. 1, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

Printed name: MARSHA KIM CURRY
Commission #: _____

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


The following is submitted in compliance with Chapter 48.091 and Chapter 607.051,
et seq., of the Florida Statutes:

HEFFREN MARKETING, INC., desiring to organize under the laws of the State of
Florida with its registered office, as indicated in the Articles of Incorporation at the City of

Orlando, County of Orange, State of Florida, has named JOHN HEFFREN, located at 13537 Lake Vining Drive, #12302, Orlando, Florida 32821, as its agent to accept service of process within this state.

ACCEPTANCE:

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


JOHN HEFFREN
Registered Agent

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FILED
2002 SEP -5 AM 9:52
CLERK OF STATE
TALLAHASSEE FLORIDA