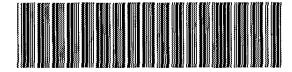
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DIVISION OF CORPORATIONS

: SMITH NOV 0 1 2002

CAPITAL CONNECTION, INC

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ARTICLES OF INCORPORATION OF HEARTS OF PALM COAST, INC.

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: The name of this corporation is Hearts of Palm Coast, Inc.

ARTICLE II: The principal place of business and mailing address of this corporation is 32 Cordova Street, St. Augustine, FL 32084.

ARTICLE III: The initial number of shares which this corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: The initial registered office of this corporation shall be 19 Riberia Street, St. Augustine, FL 32084, and the initial registered agent of the corporation at such shall be JOSEPH L. BOLES, JR., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V: The corporation is to exist perpetually. The corporation shall be able to engage in any and all businesses that are in accordance with any and all State and/or Federal laws

ARTICLE VI: The name and street address of the incorporator to these Articles of Incorporation is:

CATHERINE A. OAKES

32 CORDOVA STREET ST. AUGUSTINE, FL 32084

The undersigned has executed these Articles of Incorporation this _____ day of OCTOBER, 2002.

CATHERINE A. OAKES

PRESIDENT

1

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.05-1, 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 Hearts of Palm Coast, Inc.
- 2. The name and address of the registered agent and office is: JOSEPH L. BOLES, JR., 19 Riberia St., St. Augustine, FL 32084.

CATHERINE A. OAKES

PRESIDENT

Date: 10-31-02 ,2002

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Hearts of Palm Coast, Inc., at the place designated in the Articles of Incorporation, JOSEPH L. BOLES, JR. agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

JOSEPH L. BOLES, JR.

Date: 10 - 3

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