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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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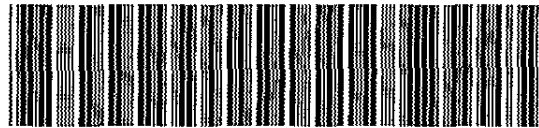
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DANIEL J. LEFEVRE

LAWYER

1491 W. FAIRBANKS AVENUE
WINTER PARK, FLORIDA 32789

TELEPHONE (407) 647-3975
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CYNTHIA G. ANNANE
LEGAL ASSISTANT

MAIL ROOM
P.O. BOX 70
WINTER PARK, FL 32790

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

February 5, 2003

Re: Heaton Fincial Services, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the proposed Articles of Incorporation relative to the above-captioned corporation, together with my check in the amount of \$78.75 for filing fees.

I would appreciate your expediting this incorporation and returning the certified copy of the Articles of Incorporation ASAP.

Thank you for your assistance and prompt attention to this matter.

Yours very truly,



Daniel J. LeFevre

DJL:rcm
Enclosures

ARTICLES OF INCORPORATION
OF
HEATON FINANCIAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation is Heaton Financial Services, Inc. The corporation's principal office and mailing address is 2180 W. SR 434, Sanlando Center Suite 1150, Longwood, FL 32779.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue SEVEN THOUSAND (7,000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 2180 W. SR 434, Sanlando Center Suite 1150, Longwood, FL 32779 and the name of the initial registered agent of this corporation at this address is Mary Heaton.

ARTICLE VI.

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1. The name and address of the initial director of this corporation are:

Mary Heaton, 14440 Peppermill Trail, Clermont, FL 34711

ARTICLE VII.

The name and address of the person signing these Articles is:

Mary Heaton, 14440 Peppermill Trail, Clermont, FL 34711

ARTICLE VIII.

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

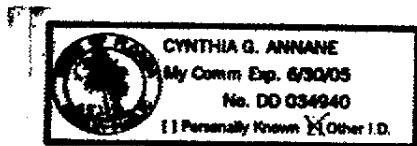
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 24th day of January, 2003.

Mary Heaton (SEAL)
Mary Heaton

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid personally appeared Mary Heaton, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on this the 24th day of January, 2003.



Cynthia G. Annane
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent above, I hereby accept and agree to act in that capacity and agree to comply with the Florida Statutes thereunto appertaining.

Mary Heaton
Mary Heaton

This Instrument Prepared By:
Daniel J. LeFevre, Lawyer
1491 W. Fairbanks Avenue
P.O. Box 70
Winter Park, Florida 32790
(407) 647-3975

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TALLAHASSEE FLORIDA