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2003 JUN 30 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

07/01/03

Heritage Financial Corporation

June 17, 2003

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

Via Priority Mail

RE: CORPORATE REGISTRATION

To Whom It May Concern:

Enclosed please find two (2) copies of the Articles of Incorporation of this firm. Also enclosed please find a check for \$78.75 to cover the cost of registration and a certified copy.

Thank you for your attention to this matter.

Sincerely,
Heritage Financial Corporation



A. I. Schweitzer
Incorporator



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 23, 2003

A.I. SCHWEITZER
13680 NORTHWEST 5TH STREET STE 200
SUNRISE, FL 33325

SUBJECT: HERITAGE FINANCIAL, CORP.
Ref. Number: W03000017833

Copy

We have received your document for HERITAGE FINANCIAL, CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 503A00038144

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HERITAGE FINANCIAL CORPORATION OF AMERICA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JUN 30 AM 9:37

FILED

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is Heritage Financial Corporation of America (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 13680 Northwest 5th Street, Suite 200 Sunrise, Florida 33325.
- THIRD: The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any time shall be Twenty-Five Million (25,000,000) shares, of which Twenty Million (20,000,000) shares shall be common stock at \$.01 par value per share.

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to cash dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of preferred stock of the amount payable to and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

The Board of Directors is hereby expressly authorized to issue the preferred stock of this corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such a series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

All stock of this corporation, whether common stock or preferred stock shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time and to such persons as the Board of Directors may from time to time determine.

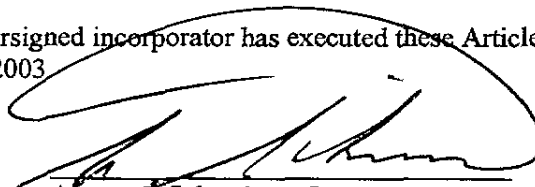
- FOURTH: The street address of the initial registered office of the Corporation is: 13680 Northwest 5th Street, Suite 200, Sunrise, Florida 33325 and the name of the registered agent is: Trustmark Plan Administration, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Amnon I. Schweitzer, ADR Corp., 13680 Northwest 5th Street, Suite #200, Sunrise, Florida 33325.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time relating to affiliated transactions.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is:

Amnon I. Schweitzer
13680 Northwest 5th Street, Suite 200
Sunrise, Florida 33325

- TENTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of June, 2003



Amnon I. Schweitzer, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

TRUSTMARK PLAN ADMINISTRATION, INC.

By: _____

Amnon I. Schweitzer, President

STATE OF FLORIDA)

) SS:

COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set above, personally appeared **Amnon I. Schweitzer**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 17th day of June, 2003

Notary Public, State of Florida
at Large

My Commission Expires:

