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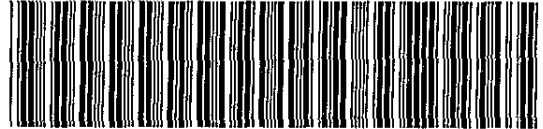
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Davis and Tompkins, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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HAYWARD H. DAVIS

JAMES E. TOMPKINS

August 31, 2004

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

Attn: Doris Brown
Document Specialist, New Filings Section

Re: HERITAGE FINANCIAL SERVICES OF OKEECHOBEE, INC.

We are returning herewith copy of your letter of August 19, 2004 and original and one copy of new Articles of Incorporation for the above-named entity. Please conform and return the copy of the Articles directly to this office.

Very truly yours,

DAVIS AND TOMPKINS, P. A.



Hayward H. Davis

HHD/pcd

Enclosures

cc: Florence Anne Williams



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 19, 2004

HAYWARD H. DAVIS
POST OFFICE BOX 698
LAKE PLACID, FL 33852

SUBJECT: HERITAGE FINANCIAL SERVICES, INC.
Ref. Number: W04000031631

We have received your document for HERITAGE FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. 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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 204A00051149

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ARTICLES OF INCORPORATION

OF

HERITAGE FINANCIAL SERVICES OF OKEECHOBEE, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

HERITAGE FINANCIAL SERVICES OF OKEECHOBEE, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of its principal office is: **6500 SW 196th Terrace, Okeechobee, Florida 34974**; and its mailing address is **Post Office Box 2699, Okeechobee, Florida 34973**.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares, all of one class, \$1.00 par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the corporation's initial registered office is **6500 SW 196th Terrace, Okeechobee, Florida 34973**, and the name of its initial registered agent at that office is **FLORENCE ANNE WILLIAMS**, who has filed her written acceptance.

ARTICLE V - CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE VI – INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
FLORENCE ANNE WILLIAMS	6500 SW 196 th Terrace, Okeechobee, FL 34974

The undersigned has executed these Articles of Incorporation this 13th day of August, 2004.


FLORENCE ANNE WILLIAMS

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was signed in my presence and acknowledged before me this 13th day of August, 2004, by **FLORENCE ANNE WILLIAMS**, who is personally known to me.




Notary Seal

ACCEPTANCE OF RESIDENT AGENT

Having been named Resident Agent for the above stated corporation, I hereby agree to act in this capacity, and I am familiar with, and accept, the obligations of that position.

Dated: August 13, 2004


FLORENCE ANNE WILLIAMS, Resident
Agent