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Florida Department of State  
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To:

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From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**HERITAGE REAL ESTATE GROUP, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HERITAGE REAL ESTATE GROUP, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

HERITAGE REAL ESTATE GROUP, INC.

**ARTICLE II**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which the Corporation shall have authority to issue shall be 9,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 900 shares of Class A Common Stock;
- B. 8,100 shares of Class B Common Stock.

H05000090146 3

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All of said shares (without regard to class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

#### ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Charles E. Muller II  
7385 Galloway Road  
Suite 200  
Miami, Florida 33173

#### ARTICLE VI

The number of directors of the corporation shall be determined pursuant to the bylaws of the corporation, but shall not be less than one, and the manner of election of directors shall be provided in such bylaws.

#### ARTICLE VII

The name and address of the incorporator of the corporation is:

Charles E. Muller II  
7385 Galloway Road  
Suite 200  
Miami, Florida 33173

H05000090146 2

H05000090146 3

**ARTICLE VIII**

The mailing address of the corporation is:

1400 Sunset Drive  
Winter Park, FL 32789

Executed at Miami, Florida, this 12<sup>th</sup> day of April, 2005.



Charles E. Muller II, Incorporator

H05000090146 3

H05000090146 3

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of Heritage Real Estate Group, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 12<sup>th</sup> day of April, 2005.



Charles E. Muller II  
Registered Agent

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TALLAHASSEE, FLORIDA

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