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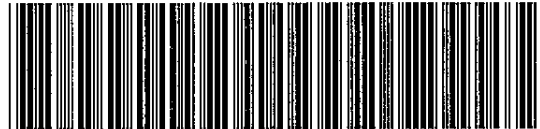
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NOV 17 2005

*Frances Casey Lowe, P.A.
3119-B Crawfordville Highway
Crawfordville, Florida 32327
Phone (850) 926-8245 Fax (850) 926-2396*

*November 17, 2005
Via Hand Delivery*

*Secretary of State
Division of Corporations
2661 Executive Drive
Tallahassee, Florida*

RE: Harpers Heritage, Inc.

To Whom It May Concern:

Attached please find the following documents for the above referenced corporation:

- Articles of Incorporation of Harpers Heritage, Inc.;*
- A copy of the above mentioned Articles to be certified; and*
- A check (No. 1046) in the amount of \$78.75 to cover the cost of filing the Articles (\$35.00), Registered Agent filing (\$35.00) and one certified copy of the Articles (\$8.75).*

Please feel free to contact me if you have any questions.

Best regards,

Lani E. Musgrove
Lani E. Musgrove

Enclosures

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ARTICLES OF INCORPORATION
Of
HARPERS HERITAGE, INC.

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the state of Florida these articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

ARTICLE I
Name

The name of this corporation shall be HARPERS HERITAGE, INC.

ARTICLE II
Term of Existence and Fiscal Year

This corporation shall begin existence on the date of filing of these articles with the Secretary of State of the state of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1st of each year.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this corporation shall be lawful, and the objects and purposes thereof, shall include land acquisition and development.

ARTICLE IV
Powers

This corporation shall have all powers conferred by the laws of the state of Florida on corporations.

ARTICLE V
Capital Stock

This corporation is authorized to issue six thousand (6000) shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI
Shareholders' Rights

(a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration, as far as may be permitted by law, and to any person or persons who are qualified to be shareholders as the board of directors may determine.

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ARTICLE VII
Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation is Frances Casey Lowe, Frances Casey Lowe, P.A., 3119-B Crawfordville Highway, Crawfordville, Florida 32327.

ARTICLE VIII
Principal Place of Business

The principal place of business of the corporation shall be located at 61 High Drive, Crawfordville, Florida 32327 with any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE IX
Directors

This corporation shall initially have six (6) director(s). The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE X
Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

ARTICLE XI
Bylaws

- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the state of Florida or of the United States.

ARTICLE XII
Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

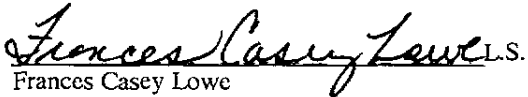
ARTICLE XIII
Incorporators

The name and post office address of the incorporator of this corporation is Frances Casey Lowe, Frances Casey Lowe, P.A., P.O. Box 306, Crawfordville, Florida 32326.

ARTICLE XIV
Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on November 16th, 2005.

 L.S.
Frances Casey Lowe

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

UNDER THE PROVISIONS OF F.S. 607.0501, 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: Harpers Heritage, Inc.
2. The name and address of the registered agent and office is:

Frances C. Lowe
Frances Casey Lowe, P.A.
3119-B Crawfordville Highway
Crawfordville, Florida 32327

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 16th, 2005

By Frances C. Lowe
Name: Frances C. Lowe, Registered Agent

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