

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

P95000014898

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546846 82015A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 131.25

ORDER DATE : February 22, 1995

ORDER TIME : 10:01 AM

100001412591

ORDER NO. : 546846

CUSTOMER NO: 82015A

CUSTOMER: Ms. Eva M. Hewins
THE HERITAGE COMPANY

Suite 4
101 George King Boulevard
Cape Canaveral, FL 32920

DOMESTIC FILING

P95000014898

NAME: HERITAGE HURON GROUP, INC.

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
XXXXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

DM
2-22-95
04/H/AC1

RECEIVED
95 FEB 23 AM 11:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
95 FEB 22 PM 1:41
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
HERITAGE HURON GROUP, INC.**

FILED
95 FEB 22 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: **HERITAGE HURON GROUP, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

THIS INSTRUMENT PREPARED BY:
GREGORY A. POPP, ESQ.
101 GEORGE KING BLVD., SUITE 4
CAPE CANAVERAL, FL 32920
FL BAR NO. 0220531

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920, and the name of the initial registered agent of this corporation at that address is: GREGORY A. POPP.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

MICHAEL F. McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

JACQUELINE McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATORS

The names and addresses of the persons executing these Articles of Incorporation are:

MICHAEL F. McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

JACQUELINE McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

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

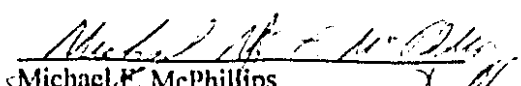
ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

MICHAEL F. McPHILLIPS	300 Shares
JACQUELINE McPHILLIPS	450 Shares

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation or the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21st day of February, 1995.


Michael F. McPhillips


Jacqueline McPhillips

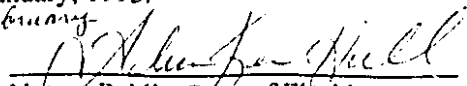
**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: **MICHAEL F. McPHILLIPS and JACQUELINE McPHILLIPS**, who, after being duly sworn on oath and who is personally known, acknowledged before me that they are the persons named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this ~~21st~~ ^{21st} day of ~~January~~ ^{Feb}, 1995.



ALISON KERR-HULL
MY COMMISSION # CC250583 EXPIRES
JANUARY 5, 1997
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

GREGORY J. POPP, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.


Gregory A. Popp, Esq.