Complexition Income error SERVICES, 190 JaDI HAYS SOREE TALLAHASSEL, FL 32101 904-222-9171

800-342-8086

904-222-0391 FAX networks

MAR TO: P.O. Box 5820 TALLAHASSEC, P.L. 12314.

ACCOUNT NO. : 07.1000000032

REFERENCE 1 562046

869010

AUTHORIZATION :

COST LIMIT : 0 122.50

ORDER DATE : March 17, 1995

ORDER TIME : 10:01 AM

ORDER NO. : 562048

CUSTOMER NO: 869010

CUSTOMER: Ms. Jennifer Connors - 86901q

PRENTICE HALL LEGAL & FINANCIAL SERVICES, INC.

1 Biscayne Tower

2 South Bindayne Blvd, #1810

Miami, FL 33131

DOMESTIC FILING

NAME:

HEARTLAND CORPORATION

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Charlotte Humbert

EXAMINER'S INITIALS: DIME 3/11/45

- 5 u.u.u.u. 6 11 41 4.35 u.u.u.u

11

فاللنا سنعوا

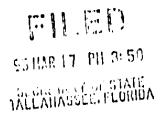
Ç

GB

ARTICLES OF INCORPORATION

oF.

HEARTLAND_CORPORATION



The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE_I

Name

The name of the corporation is:

Heartland Corporation

ARTICLE II

Initial Principal Office

The street and mailing address of the initial principal office of the corporation shall be:

101 Aragon Avenue Coral Gables, Florida 33134

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized_Shares

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE LIV

Registered_Qffice and Agent

The street address of the corporation's initial registered office is:

> Morgan, Lowin & Bockiun 5300 First Union Financial Conter 200 South Biscayne Boulevard Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is Robert W. Murray, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Robert W. Murray, Esq. Morgan, Lewis & Bockius 5300 First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors are two. Thereafter, the number of directors shall be as provided in the bylaws. The names and addresses of the individuals who are to serve as members of the initial board of directors are:

Klaus Frisch

101 Aragon Avenue

Coral Gables, Florida 33134

Aimoc Frisch

101 Aragon Avenue

Coral Gables, Florida 33134

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this <u>Moto</u> day of March, 1995.

Robert W. Murray, Incorporator

Acceptance By Registered Agent

93 HAR 17 PH 0: 50

The undersigned hereby accepts the appointment of TALLAMASSES FLORIDA registered agent of Heartland Corporation and agrees to comply FLORIDA with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: March 16, 1995.

Robert W. Murray, Registered Agent

-4-