

Thomas Randall Lambdon
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Friday, June 30, 1995

**Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314**

Attn: Department of Domestic Charters

Re: HERITAGE TOWER PROPERTIES, INC.

To Whom It may concern:

Enclosed please find two (2) original copies of the Articles of Incorporation of HERITAGE TOWER PROPERTIES, INC., along with two (2) original copies of my Statement of Registered Agent Appointment and Designation of Registered Office for filing in the records of the Florida Department of State, Division of Corporations.

Enclosed you will also find my check (# 1975) for \$122.50 to cover the filing fee of \$70.00, plus the additional \$52.50 required for the certification.

Please be sure to recognize my mailing address captioned above for any and all return correspondence.

Thank you,

Sincerely



Thomas R. Lambdon

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ARTICLES OF INCORPORATION

OF

HERITAGE TOWER PROPERTIES, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation shall be:

HERITAGE TOWER PROPERTIES, INC.

ARTICLE TWO

This Corporation shall have a perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This Corporation is organized for the purposes of transacting, conducting, carrying on, operating, and engaging in the business of designing, licensing, manufacturing, and developing several various parcels of real estate for primarily commercial uses, and any and all subsidiary, necessary, ancillary, or convenient steps for carrying out, and into effect, the purposes and objectives of the Corporation, and in respect thereto, to transact, and to engage in any and all activities or businesses permitted under the laws of the State of Florida, and of the United States of America, including, but not limited to the following:

A> To purchase or otherwise acquire letters, patents, copyrights, trademarks, concessions, licenses, inventions, rights, franchises, and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the above-enumerated rights, whether in the United States of America, or in any other part of the world; to sell, let, or grant, any of said rights, belonging to the Corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, or obtain exclusive or other privileges in respect to the same, and to apply for, exercise, use, or otherwise deal with, or turn to account any patent rights, copyrights, or trademarks, any concessions, monopolies, franchises, or other rights or privileges, either in the United States of America, or in any other part of the world.

B> To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import, or otherwise handle any and all goods, materials, appurtenances, and processes useful in, necessary for, or convenient in, the conducting of the business of the Corporation, or any subsidiary, or agency thereof.

C> To buy, sell, exchange, and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same;

To make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding, or disposing of the same, real or personal property of every kind and description, including, but not limited to the goodwill, stock rights, and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this Corporation; to draw, make accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the Corporation, from time to time for any of the operations, without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and/or personal property of every class and description in any state, district, territory, colony, or foreign country; and to act as agent, consultant, or broker for any other person, firm, or corporation in doing any and all acts described herein.

D> To purchase equities, mortgages, installment sales contracts, notes, drafts, acceptances, and commercial paper of every kind and description, including, but not limited to, accounts receivable of other persons, firms, or corporations; to hold, collect, and otherwise use the same for the benefit of the Corporation; and to sell, or otherwise dispose of the same.

E> To operate, conduct, and carry on other businesses which may be purchased, or otherwise acquired by the Corporation, or to lease or rent the same to any other person, firm, or corporation, during such period of time as the Corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the Corporation.

F> To purchase, subscribe for, hold, pledge, transfer, sell, or otherwise dispose of, or deal in, shares of capital stock of the Corporation, including this Corporation, bonds, debentures, notes, or other evidences of indebtedness of any public or private corporation, to do any other act, or thing permitted by law for the preservation, protection, improvements, or enhancements of the value of such shares of stock, bonds, debentures, notes, or other securities or evidences of indebtedness, including the right to vote thereon, and repeating any of the enumerated times to exercise any and all rights and privileges of ownership thereof.

G> To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling, or otherwise disposing of such investments, or any part thereof, or interest therein.

H> To engage in the brokerage business, on behalf of itself, or others, including, but not limited to, the business and professions of real estate, securities, insurance, and mortgage, and to do any and all business which may be delegated to agents or brokers by principals, and to conduct and operate general agency and brokerage business of every kind and description.

I> To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient, or proper for the accomplishment of any of the purposes, or attainment of any or all of the objectives of the Corporation, or incidental to the powers herein named, which shall, at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holder of, or interested in, any property or otherwise, with all the powers now, or hereafter conferred by the Laws of the State of Florida upon corporations.

J> For the accomplishment of any objective, on or about its business or affairs, to incur debts without limit, and to raise, borrow, and secure the payment of, money in any lawful manner.

All the powers specified herein shall be construed both as purposes and powers, and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit, or restrict, in any manner, the meaning of general terms, or of the general powers of the Corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE FOUR

This Corporation is authorized to issue Ten Million (10,000,000) Shares of One Cent (\$0.01) par value common stock which shall be designated the "Common Stock".

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without the issuance of fractional shares), at the same price and time at which it may be offered to others.

ARTICLE SIX

The Street Address of the Initial Registered Office of this Corporation is: Suite 105, 6330 - 46th Street North, Pinellas Park, Florida 34665, and the name of the Initial registered agent of this Corporation is Thomas Randall Lambdon, whose Post Office Address, and Mailing Address is: Suite 105, 6330 - 46th Street North, Pinellas Park, Florida 34665.

ARTICLE SEVEN

This Corporation will have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws of this Corporation, but shall never be less than one.

The name and address of the initial director of this Corporation is:

Name: Thomas Randall Lambdon

Address: Suite 105, 6330 - 46th Street North, Pinellas Park, Florida 34665

Mailing Address: Post Office Box 7454, St. Petersburg, Florida 33734-7454

ARTICLE EIGHT

The name and street address of the officers of this Corporation, who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified are:

NAME AND OFFICE:

Thomas Randall Lambdon, Chairman, President, Secretary, and Treasurer

ADDRESS:

Suite 105, 6330 - 46th Street North

Pinellas Park, Florida 34665

Mailing Address: Post Office Box 7454, St. Petersburg, Florida 33734-7454

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE ELEVEN

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE TWELVE

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

*The name of the person signing these Articles of Incorporation as Incorporator is **Thomas Randall Lambdon**.*


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on Friday, June 30, 1995.


Thomas Randall Lambdon

STATE OF FLORIDA :

COUNTY OF PINELLAS:

BEFORE ME, personally appeared Thomas Randall Lambdon, to me known, and well known to me to be the person described in and who has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein expressed.


Notary Public, State of Florida

My commission expires:



JANET L. GIALLOURAKIS
MY COMMISSION # 00409094 EXPIRES
September 22, 1998
F.L. GIALLOURAKIS INSURANCE, INC.

**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

In pursuance of Section 48.091 and 607.034, Florida Statutes, 1981, the following is submitted in compliance with said Act:

First, HERITAGE TOWER PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, at the City of Pinellas Park, County of Pinellas, State of Florida, has named Thomas Randall Lambdon, whose physical address is Suite 105, 6330 - 46th Street North, Pinellas Park, County of Pinellas, State of Florida, as its Registered Agent. The Registered Agent's Mailing Address is: Post Office Box 7454, St. Petersburg, Florida 33734-7454.

ACKNOWLEDGMENT:

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 accept the appointment to act as Registered Agent and agree to comply with the above-referenced Act.

By: 
Thomas Randall Lambdon

Registered Agent

Date: Friday, June 30, 1995

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CLERK OF DISTRICT COURT
ST. PETERSBURG, FLORIDA