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LETTER OF TRANSMITTAL

May 03, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Heartland Construction, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Roger D. Clark, Jr.

Heartland Construction, Inc.

P.O. Box 1091
Lynn Haven, FL 32444
(904) 271-0186

Enclosure: Check

FILED
1995 JUL -7 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1995

ROGER D CLARK JR
P O BOX 1091
LYNN HAVEN, FL 32444

SUBJECT: HEARTLAND CONSTRUCTION INC.
Ref. Number: W95000011937

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HEARTLAND CONSTRUCTION INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 995A00028745

*Resubmitted As Requested
Please see enclosed.*

ARTICLES OF INCORPORATION

of Development, Inc.
Heartland Construction Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: Heartland Construction Inc. Development, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Roger D. Clark Jr.</u>		
ADDRESS	<u>175 Hitchcock Rd.</u>		
CITY	<u>Southport</u>	FLORIDA	ZIP <u>32409</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Heartland Construction Inc. Development, Inc.</u>		
ADDRESS	<u>P.O. Box 1091</u>		
CITY	<u>Lynn Haven</u>	FLORIDA	ZIP <u>32444</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Roger D. Clark Jr.</u>		
ADDRESS	<u>175 Hitchcock Rd.</u>		
CITY	<u>Southport</u>	STATE <u>Florida</u>	ZIP <u>32409</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Roger D. Clark Jr.		
ADDRESS	175 Hitchcock Rd.		
CITY	Southport	STATE	Florida ZIP 32409
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 9th day of May, 1945.

[Signature] (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA)
COUNTY OF Bay) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

[Signature]
ROGER D. CLARK
Signature

Drivers License #C462724722590
Form of Identification

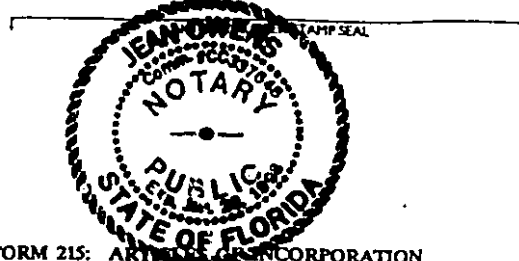
Signature

Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath was not taken.



Witness my hand and official seal in the County and State last aforesaid this 9th day of May, 1945

[Signature]
Notary Signature
JEAN OWENS
Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Heartland Construction Inc. ^{or Development, Inc.}
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 175 Hitchcock Rd.
Southport, Fl. 32409

has named Roger D. Clark Jr.
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

[Signature]
(registered agent)

SUBCHAPTER "S"

The directors of the corporation then considered whether an election should be made under the provisions of Section 1372, Internal Revenue Code, to be treated as a "small business corporation" for income tax purposes, (i.e. Subchapter S Election). Upon advice of counsel for the corporation, a motion was duly made, seconded and carried:

RESOLVED, that the corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and furthermore, that the officers of the corporation be hereby authorized and directed to effect such election by completing and filing Form 2553 of United States Treasury Department, Internal Revenue Service.

Intro Articles of Incorp

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TALLAHASSEE, FLORIDA