

P95000057479

**HEARTLAND INVESTMENT GROUP,
INC.**

TRANSMITTAL LETTER

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

July 21, 1995

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-07/24/95--01087--014
***122.50 ***122.50

Dear Sir:

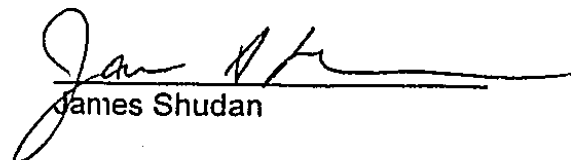
Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check, payable to the Secretary of State, in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the address below:

Mr. James Shudan
Heartland Investment Group, Inc.
520 Devonshire Blvd.
Longwood, Florida 32750

Thank you for your attention to this matter.

Sincerely,


James Shudan

520 Devonshire Blvd. Longwood, FL 32750
(407) 767-9430 Fax (407) 240-1464

JUL 25 1995 BSB

FILED
95 JUL 24 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEARTLAND INVESTMENT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be Heartland Investment Group, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 520 Devonshire Blvd. Longwood, FL 32750 and the name of the initial Registered Agent for the corporation at that address is James A. Shudan.

ARTICLE V. SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII. LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

James A. Shudan, whose address is 520 Devonshire Blvd. Longwood, FL 32750.

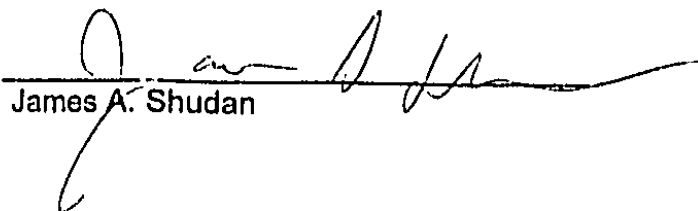
ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

James A. Shudan, whose address is 520 Devonshire Blvd. Longwood, FL 32750.

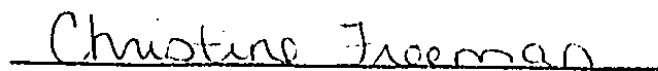
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this day of , 1995.

Incorporator:


James A. Shudan

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of
1995.


Notary Public, State of Florida

My Commission Expires: July 25, 1998

(SEAL)



CHRISTINE FREEMAN
My Commission CC395312
Expires Jul. 25, 1998
Bonded by HAI
800-422-1555

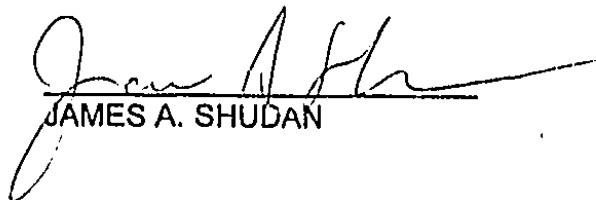
**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.
HEARTLAND INVESTMENT GROUP, INC., a corporation organizing under the laws of
the State of Florida, with its principal office located at 520 Devonshire Blvd. Longwood,
FL 32750, has named James A. Shudan, whose address is 520 Devonshire Blvd.
Longwood, FL 32750, as its Agent to accept service of process within this State.

ACCEPTANCE:

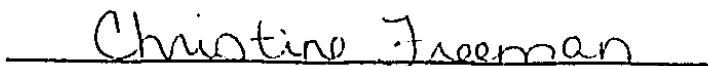
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


JAMES A. SHUDAN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of July, 1995.


Notary Public, State of Florida

My Commission Expires: July 25, 1998

(SEAL)



CHRISTINE FREEMAN
My Commission CC308312
Expires Jul 25, 1998
Bonded by HAI
B00-422-1546

FILED
95 JUL 24 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA