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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 655720 82015A

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 131.25

ORDER DATE : August 8, 1995

ORDER TIME : 11:19 AM

ORDER NO. : 655720

CUSTOMER NO: 82015A

CUSTOMER: Ms. Allison Kerr Hull
THE HERITAGE COMPANY

70000155137

Suite 4
101 George King Boulevard
Cape Canaveral, FL 32920

DOMESTIC FILING

NAME: HERITAGE PARTNERS GROUP XXV,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN AUG - 8 1995

FILED
95 AUG - 8 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP XXV, INC.**

FILED
95 AUG -8 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Heritage Partners Group XXV, Inc.

ARTICLE II

COMMENCEMENT OF EXISTENCE AND DURATION

The corporation shall be deemed to commence its existence on the date of filing. The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is seven hundred fifty (750) shares, all of which shall be common shares at a par value of one dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 101 George King Blvd., Suite 4, Cape Canaveral, Florida. The principal office street address is the same. The name of the initial registered agent is Gregory A. Popp, Esquire.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Gregory A. Popp, Esquire

Prepared by:
Gregory A. Popp, Esquire
101 George King Blvd., Ste. 4
Cape Canaveral, FL 32920
(407) 799-4090
FL Bar No. 0220531

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors, consisting of at least one (1) directors and no more than seven (7) directors. The initial Board of Directors shall consist of two (2) director, whose names and addresses are as follows:

Name	Address
Jacqueline McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920
Michael McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920

ARTICLE VII

OFFICERS

The corporation shall have officers as listed below:

Name	Address
Jacqueline McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920
Michael McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

Name	Address
Jacqueline McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920
Michael McPhillips	101 George King Blvd., Ste. 4 Cape Canaveral, FL 32920

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by unanimous vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of this corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a unanimous vote of all outstanding shares.

ARTICLE X


SHAREHOLDERS

The incorporators have subscribed to shares in the following amounts:

Name	# of Shares	Purchase price
Jacqueline McPhillips	300	\$300.00
Michael McPhillips	450	\$450.00

IN WITNESS WHEREOF, I have subscribed my name, both this 7th day of August, 1995.

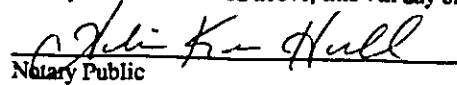

Jacqueline McPhillips


Michael McPhillips

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Jacqueline McPhillips and Michael McPhillips, to me known to be the persons who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my hand and official seal in the County and State named above, this 7th day of August, 1995.


Notary Public
State of Florida at Large

My Commission Expires:



ALIBON KERN-HALL
MY COMMISSION # CC250683 EXPIRES
January 5, 1997
BONDED THRU TITOLY FARM INSURANCE, INC.