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PRENTICE HALL LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE: 673651 112603A

AUTHORIZATION 1

COST LIMIT : \$ 122.50

ORDER DATE: September 1, 1995

ORDER TIME : 1:12 PM

ORDER NO: 1 679651

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CUSTOMER NO: 112603A

CUSTOMER: Robert F. Vason, Jr., Esq

ROBERT F. VASON, JR., P.A.

P. O. Box 1430

Mount Dora, FL 32757

DOMESTIC FILING

NAME:

HERITAGE REFERRAL COMPANY, INC.

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTHERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andres C. Mabry

EXAMINER'S INITIALS:

# ARTICLES OF INCORPORATION FILED

OF

25 (57 -1 11 3.47)

# HERITAGE REFERRAL COMPANY, INC.

#### ARTICLE I

NAME: The name of this Corporation is HERITAGE REFERRAL COMPANY, INC., and its address is 17521 U.S. Highway 441, Suite 21, Mount Dora, Florida 32757.

#### ARTICLE II

DURATION: This Corporation shall exist perpetually.

#### ARTICLE III

PURPOSE: The purpose is to engage in any activities or business permitted in the laws of the United States and Florida.

#### ARTICLE IV

CAPITAL STOCK: The Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, FIVE DOLLAR (\$5.00) par value.

#### ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

#### ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office and Resident Agent of this Corporation is 17521 U.S. Highway 441, Suite 21, Mount Dora, Florida 32757, and the name of the initial Registered Agent and Resident Agent of this Corporation at that address is WALTER M. HOLDEN.

Robert F. Vason, Jr., P.A. Attorney at Law 225 West Fifth Avenue Post Office Box 1430 Mount Dora, Florida 32757

### ARTICLE VII

INITIAL BOARD OF DIRECTORS: This Corporation shall have two (2) Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

William F. Baker, Jr.
Post Office Box 163
Mount Dora, Florida 32757

Walter M. Holden 17521 U.S. Highway 441, Suite 21 Mount Dora, Florida 32757

## ARTICLE VIII

INCORPORATOR: The name and address of the persons signing these Articles are:

William F. Baker, Jr. Post Office Box 163 Mount Dora, Florida 32757

Walter M. Holden 17521 U.S. Highway 441, Suite 21 Mount Dora, Florida 32757

#### ARTICLE IX

POWER TO AMEND BYLAWS: The Bylaws can only be amended by a fifty-one (51.00%) percent majority vote of the outstanding shares.

WILLIAM F. BAKER, JR

WALTER M. HOLDEN

STATE OF FLORIDA COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 29th day of August , 1995, by WILLIAM F. BAKER, JR. and WALTER M. HOLDEN,

- ( ) who are personally known to me & did not take an oath.
- ( xx ) drivers licenses (FL) who have produced identification and did take an oath stating they were indeed the persons set forth herein.

NOTARY PUBLIC- SHANA G. THOMAS
(Type or Print Notary Name)
Serial No., if any
My Commission Expires:

OFFICIAL SEAL SHANA G. THOMAS My Commission Expires March 15, 1996

Comm. No. CC 178225

### ACCEPTANCE OF REGISTERED AND RESIDENT AGENT

I, WALTER M. HOLDEN, hereby accept the position of Registered and Resident Agent for Heritage Referral Company, Inc.

WALTER M. HOLDEN