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G. H. ZITZELSBERGER, P.A.

ATTORNEY AT LAW

WILDEWOOD PROFESSIONAL PARK

SUITE 140

3645 CORTEZ ROAD WEST

BRADENTON, FLORIDA 34210

841-753-2505

FAX 841-753-2303

ADMITTED IN:
FLORIDA
MICHIGAN

December 27, 1995

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

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-12/29/95--01029--010
****122.50 ****122.50

RE: HEB, Inc.

Dear Sir or Madam:

Enclosed please find the following documents in reference to the above-cited proposed corporation:

1. Original Articles of Incorporation.
2. Original Certificate of Designation Registered Agent / Registered Office.
3. Copy of the Articles.
4. Our check for \$122.50.

Please file the articles and send a certified copy to the above address.

Sincerely,

G. H. Zitzelsberger

95 DEC 29 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15-96
TX

ARTICLES OF INCORPORATION
OF
HEB, INC.

FILED
95 DEC 29 AM 9:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
EFFECTIVE DATE
1-1-96

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be HEB, INC..

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSES

The purpose of this corporation is to engage in any lawful business.

ARTICLE IV - CAPITAL STOCK

There shall be only one class of stock. The corporation is authorized to issue 100 shares of common stock with a par value of \$0.01 per share. Such shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation in the event of dissolution.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized and unissued stock (but not treasury stock) of this corporation shall have the right to purchase his/her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - LIMITATION ON NUMBER OF SHAREHOLDERS

The Corporation shall not have more than 35 shareholders.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 133 Queen Christina Court, Fort Pierce, FL 34949, and the name of the initial registered agent of this corporation is Helen E. Bretting.

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Helen E. Bretting

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws is vested solely in the shareholders, except as hereinafter provided.

ARTICLE X - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be 133 Queen Christina Court, Fort Pierce, FL 34949.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The Corporation shall have 1 director. The name and address of the initial Board of Directors of this corporation is Helen E. Bretting, 133 Queen Christina Court, Fort Pierce, FL 34949. The director shall meet within 10 days of the filing of these Articles with the Florida Department of State or on January 2, 1996 whichever occurs later, and at such meeting shall act upon the Pre-Incorporation and Subscription Agreement, authorize issuance of shares, adopt bylaws, elect the initial officers of the Corporation, and conduct whatever other business may be necessary to initialize the Corporation. Upon the adjournment of such meeting and thereafter all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, being Chapter 607, Florida Statutes.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or any

shareholder exercising management powers as provided in Article XI, or any former officer or any former shareholder who exercised management powers, to the full extent permitted by law.

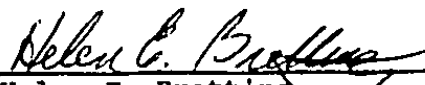
ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - EFFECTIVE DATE

These articles of incorporation shall be effective on January 1, 1996, or on the date on which they are filed by the Florida Department of State, whichever occurs later.

IN WITNESS WHEREOF the undersigned subscriber executed these Articles of Incorporation on December 19th, 1995.


Helen E. Bretting
Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on December 19th, 1995, by Helen E. Bretting, who has produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification.


Notary Public

G. H. ZITZELBENDER, P.A.
ATTORNEY AT LAW
WILDEWOOD PROFESSIONAL PARK
SUITE 140
3845 CORTEZ ROAD WEST
BRADENTON, FLORIDA 34210
841-753-7505



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
65 DEC 29 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is HEB, INC..
2. The name and address of the registered agent and office is:

Helen E. Bretting
133 Queen Christina Court
Fort Pierce, Florida 34949


Helen E. Bretting
Incorporator

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 AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Helen E. Bretting
Registered Agent