

P96000006277

January 3, 1996

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

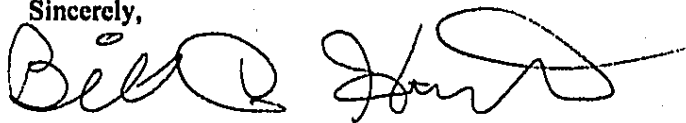
Re: HEARTLAND COLLECTIONS, INC., a proposed Florida corporation.

Dear Sir:

Enclosed is the original and a duplicate of the Articles of Incorporation of the above proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fee for filing and a certified copy. Please file the Articles of Incorporation and return a certified copy to me at the above address. An envelope is provided.

Thank you for your assistance in this matter. I remain,

Sincerely,



Bill D. Hart

BDH/sjf  
Enclosure

**CYNTHIA S. BARRY, P.A.**  
**JOHN W. KAKLIS**  
Attorneys at Law  
3737-B Manatee Avenue West  
Bradenton, Florida 34205

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FILED  
96 JAN 17 AM 10:05  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**HEARTLAND COLLECTIONS, INC.**

**FILED**  
96 JAN 17 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons, subscribers of these Articles of Incorporation, do hereby organize and associate themselves with the intention of forming a corporation for profit under the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this Corporation is HEARTLAND COLLECTIONS, INC.

**ARTICLE II**

**PURPOSES**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. This Corporation may do any act that a natural person might or could do at any part of the world as principal, agent, employee, independent contractor, or otherwise, either alone or in company with others, and do and perform all such things and acts as may be necessary, profitable, or expedient in carrying on any lawful business or affairs.

None of the powers set forth in this Article shall be limited or restricted by reference to or inference from the terms or conditions of any other Article. The objects and powers specified in this Article shall be regarded as independent objects and powers.

**ARTICLE III**

**PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is 412 59th St. N. W., Bradenton, FL 34209.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to have outstanding at any time one hundred shares of common stock, in one class only, each share having the par value of one dollar.

ARTICLE V  
REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation is Bill D. Hart. The street address of the initial registered office of this Corporation is 412 59th St. N.W., Bradenton, FL 34209.

The Board of Directors may from time to time appoint a different registered agent or move the principal office to any other address in Florida. The Corporation may maintain offices and transact business in such other place or places within or without the State of Florida as may be designated by the Board of Directors.

ARTICLE VI  
INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is one. The number of directors of succeeding Board of Directors may be increased or diminished from time to time, as provided in the By-Laws adopted by the stockholders.

The names and addresses of the members of the initial Board of Directors, each of whom shall hold office until their successors are duly elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bill D. Hart, President/Vice President Director/Secretary	412 59th St. N.W. Bradenton, FL 34209

ARTICLE VII  
INCORPORATOR

The Incorporator of this Corporation is Bill D. Hart.

ARTICLE VIII  
AMENDMENT

These Articles of Incorporation may be altered, amended or repealed in the manner provided by statute. If no provision of statute shall address such amendments, these Articles of Incorporation may be altered, amended or repealed by resolution adopted by the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at a regular or special meeting of the stockholders. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of the majority of the shares entitled to vote thereon.

WHEREFORE WITNESS my hand and seal this 3rd day of January, 1996.

Bill D. Hart (L.S.)  
Bill D. Hart  
Incorporator

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above stated corporation at the place designated in the articles of incorporation, I hereby accept appointment as Registered Agent and agree to act in that capacity.

Bill D. Hart (L.S.)  
Bill D. Hart  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF MANATEE)

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of January, 1996, by Bill D. Hart, who [is personally known to me] who did take an oath, and who swore or affirmed therein that he executed the foregoing instrument for the purposes therein expressed and that the statements he made or adopted therein are true to the best of his knowledge and belief.

My Commission Expires:



OFFICIAL SEAL  
SARAH FAIRMAN  
My Commission Expires  
July 12, 1998  
Comm. No. CC 391990

Sarah Fairman  
Notary Public  
Sarah Fairman  
Printed Name

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: HEARTLAND COLLECTIONS, INC.
2. The name and address of the registered agent and office is:

BILL D. HART

412 59th ST. N. WEST

BRADENTON, FL 34209

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate 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 positions as registered agent.*

  
(SIGNATURE)

1-3-96  
(DATE)

**FILED**  
96 JAN 17 AM 10:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE