

GREENBERG
ATTORNEYS AT LAW
TRAURIG

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FILED
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TALLAHASSEE, FLORIDA

March 13, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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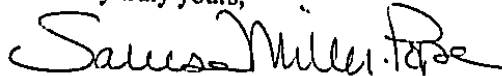
RE: Articles of Incorporation - Heritage Development Corporation

Ladies and/or Gentlemen:

Enclosed please find the original, together with one (1) copy of the Articles of Incorporation of Heritage Development Corporation. Also enclosed is Greenberg Traurig's check in the amount of \$122.50 which represents the filing fee, together with the cost to obtain a certified copy of the Articles of Incorporation.

Thank you for your prompt attention to this matter. Should you have any questions or require additional information, please do not hesitate to contact this office.

Very truly yours,



Saileesa Miller-Pope
Paralegal

/smp
enclosures

ENCLOSURE MAR 29 1996

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
111 NORTH ORANGE AVENUE SUITE 875 ORLANDO, FLORIDA 32801 407-420-1000 FAX 407-420-5909
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO
NEW YORK WASHINGTON, D.C.

**ARTICLES OF INCORPORATION
OF
HERITAGE DEVELOPMENT CORPORATION**

ARTICLE I - NAME

The name of this corporation is HERITAGE DEVELOPMENT CORPORATION.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal place of business of the corporation is 900 Winderley Place, Suite 222, Maitland, Florida 32751-7231. The mailing address of the corporation is 900 Winderley Place, Suite 222, Maitland, Florida 32751-7231.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 900 Winderley Place, Suite 222, Maitland, Florida 32751-7231 and the initial registered agent of this corporation at that address is Mark L. Findura.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Bruce Fairty

Address

900 Winderley Place
Suite 222
Maitland, Florida 32751-7231

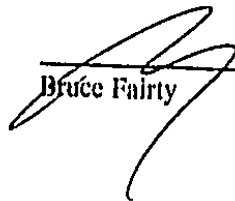
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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the sole member of this corporation's Initial Board of Directors is as follows:

Bruce Fairty
900 Winderley Place
Suite 222
Maitland, Florida 32751-7231

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this
11 day of March, 1996.



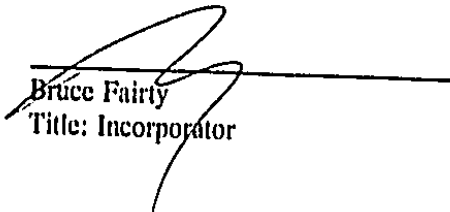
Bruce Fairty

CERTIFICATE OF DESIGNATION
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 agent, in the State of Florida.

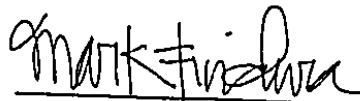
1. The name of the corporation is HERITAGE DEVELOPMENT CORPORATION.
2. The name and address of the registered agent and office is:

Mark L. Findura
900 Winderley Place
Suite 222
Maitland, Florida 32751-7231


Bruce Fairly
Title: Incorporator

Dated this 11 day of March, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


Mark L. Findura

Dated this 12 day of March, 1996.

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