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FREER & MCGARRY
A PROFESSIONAL CORPORATION

August 23, 1996

1000 Thomas Jefferson Street, NW
Suite 600
Washington, DC 20007
Tel: (202) 965-6565
Fax: (202) 965-4839

VIA UPS - NEXT DAY AIR

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

2000015821887
-08/27/96--01075--022
***\$131.25 ***\$131.25

RE: Articles of Incorporation of Heritage Group
Holdings, Inc.; and

Articles of Organization of Heritage Capital
Associates, L.C.; Our file reference no.: 108033-2

Dear Sir or Madam:

Enclosed for filing please find:

(i) One original and one copy of the Articles of Incorporation of Heritage Group Holdings, Inc., Certificate of Designation of Registered Agent/Registered Office for same, and check #5558 in the amount of \$131.25 to cover all fees for filing, Certificate of Incorporation, and a certified copy of the Articles; and

(ii) One original and one copy of the Articles of Organization of Heritage Capital Associates, L.C., Certificate of Designation of Registered Agent/Registered Office, Affidavit of Membership and Contributions, and check # 5557 in the amount of \$346.25 to cover all fees for filing, Certificate of Status, and a certified copy of the Articles.

After filing, please return to us one file-stamped copy of the Articles, the certified copies of the Articles, and the Certificates in the envelope enclosed for your convenience.

Should you have any questions, please feel free to contact me at 202-965-6565.

Cordially,

Claudia B. Bixler

Claudia B. Bixler
Paralegal

Enclosures
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AUG 29 1996 BSB

FILED
AUG 26 AM 9:12
DEPT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HERITAGE GROUP HOLDINGS, INC.

FILED
96 AUG 26 AM 9:12
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

FIRST: The undersigned Incorporator, Drew Hollenbeck, being at least eighteen (18) years of age, does hereby form a corporation under Chapter 607 of Title 36 of the Florida Statutes.

SECOND: The name of the corporation (which hereinafter is called the "Corporation") is:

HERITAGE GROUP HOLDINGS, INC.

THIRD: The term of the Corporation shall be perpetual.

FOURTH: The Corporation shall have all those powers enumerated in Section 607.0302 of The Florida Business Corporations Act, Florida Statutes Annotated, as amended.

FIFTH: The purposes for which the Corporation is formed are as follows:

- (a) To acquire, purchase, own, hold, mortgage, operate, manage, lease, sell, exchange, transfer or in any manner dispose of property of every type;
- (b) To undertake or to do any other activity and to operate any other business permitted by law whether now in effect or hereafter enacted.
- (c) To carry out all or any part of the aforesaid purposes and to conduct its business in any and all states, territories, districts, colonies and dependencies of the United States of America, and in any foreign country, and to maintain offices and agencies in any of said locations.

The foregoing enumeration of purposes of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law and is not intended, by mention of any particular purpose, object or business, to limit or restrict in any manner the powers of the Corporation granted by the laws of the state of Florida or any other jurisdiction.

SIXTH: The initial registered agent of the Corporation is Drew Hollenbeck, having a post-office address of 969 S. Federal Highway, Suite 200, Stuart, Florida, 34994. Said registered agent is an individual who resides in Florida and whose business address is identical with such registered office.

SEVENTH: The total authorized stock of this corporation consists of One Million (1,100,000) shares which shall be divided into the following classes:

- (a) Common Stock. There shall be authorized One Million (1,000,000) shares of common stock with a par value of One Hundredth of One Dollar (\$.01) and amounting in the aggregate to Ten Thousand Dollars (\$10,000.00). Subject to any dividend and liquidation rights of the preferred stock, the holders of the common stock shall be entitled to share equally all dividends declared and paid by the Corporation. The holders of record of the common stock shall have one vote for each share of common stock held by them, on all matters upon which stockholders of the Corporation may vote except as such rights may be modified for cumulative voting rights in the

election of directors of the Corporation.

(b) Preferred Stock. There shall be authorized One Hundred Thousand (100,000) shares of preferred stock with a par value of One Hundredth of One Dollar (\$.01) and amounting in the aggregate to One Thousand Dollars (\$1,000.00). The Board of Directors shall have the power subject to Section 607.0602 of the Florida Business Corporations Act, Florida Statutes Annotated, as amended, to determine, in whole or in part, the preferences, limitations and relative rights of the preferred stock before the issuance of any shares of such preferred stock.

EIGHTH: The initial number of Directors of the Corporation shall be not less than one (1) and not more than five (5), as determined from time to time by the stockholders or the Board of Directors. The initial Board of Directors shall consist of the following two (2) member(s), who shall act as director(s) of the Corporation until the first meeting or until their successors are duly sworn and qualified:

Drew Hollenbeck, 969 S. Federal Highway, Suite 200, Stuart, Florida 34994.

Rodger Stubbs, 969 S. Federal Highway, Suite 200, Stuart, Florida 34994.

NINTH: The following provisions hereby are adopted for the purposes of defining and regulating certain powers of the Corporation, its directors and stockholders, and are intended to supplement and in no way limit or restrict any other powers and rights conferred upon the Corporation, its directors or stockholders by law or pursuant to the Bylaws of the Corporation.

(a) The Board of Directors of the Corporation hereby is empowered to authorize the issuance, from time to time, of shares of the Corporation's stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any director of this Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation; any director, individually, or any firm in which any director may be an owner, member, officer or otherwise involved, may be a party to, or may have a pecuniary or other interest in, any contract or transaction of this Corporation, provided that the firm's interest was disclosed to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, and provided further the Corporation and the Board of Directors comply with the requirements of the laws of the state of Florida.

(c) The Board of Directors shall have power, from time to time: i) to fix, determine and to vary the amount of working capital of the Corporation; ii) to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared as dividends and paid to the stockholders, subject, however, to the provisions of the charter; and iii) to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or

any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make, from time to time, any amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Unless otherwise required by law, the charter may be amended by the affirmative vote of the holders of a simple majority of the outstanding stock of the Corporation entitled to vote, with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription, except as the Board of Directors, in its discretion, from time to time may determine, and at any such price as the Board of Directors, in its discretion, from time to time may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock to the exclusion of holders of any or all other classes existing at the time.

(f) Except where prohibited by law, or otherwise provided in this charter, any action required to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or required to be otherwise taken, approved, ratified or authorized by vote of the stockholders or by a vote of the Board of Directors, shall be effective and valid if taken or authorized by the affirmative vote of a simple majority of the total number of votes entitled to be cast thereon.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices or redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

TENTH: The name of the incorporator is Drew Hollenbeck having an address of 969 S. Federal Highway, Suite 200, Stuart, Florida, 34994.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 20th day of August, 1996.

[Signature]
Drew Hollenbeck, Incorporator

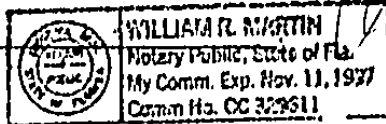
STATE OF FLORIDA
COUNTY OF MARTIN ss:

The foregoing instrument was acknowledged before me this 20th day of August, 1996 by Drew Hollenbeck.

[Signature]
Notary Public

My Commission Expires:

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 AUG 26 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the ~~limited liability company~~ ^{corporation} is: HERITAGE GROUP HOLDINGS, INC.
2. The name and address of the registered agent and office is :

Drew Hollenbeck
969 South Federal Highway
Suite 200
Stuart, Florida 34994

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.


Drew Hollenbeck

8/20/96
Date