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January 23, 1997

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Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: HEAVEN'S INC. OF BREVARD

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$131.25 which represents the following:

Filing Fee
Certified Copy
Certificate

Please file the original of the enclosed Articles of Incorporation and return a Certified Copy to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 PM 12:35

97/1/31/97

ARTICLES OF INCORPORATION
OF
HEAVEN'S INC. OF BREVARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 PM 12:35

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be HEAVEN'S INC. OF BREVARD.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. HEAVEN'S INC. OF BREVARD also may own, buy, and sell parts or all of other businesses, real estate, and investments; conduct research; develop equipment; design, construct, own, sell, and lease equipment; and hold patents. HEAVEN'S INC. OF BREVARD may do writing of all types, including printing, publishing, distributing, buying, and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures, and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is one thousand (1000) shares, all of which shall be common shares with a par value of one (\$1.00) dollar per share.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is 7000 No. Atlantic Avenue, Cape Canaveral, Florida 32920, and the name of the Registered Agent is JANNIE H. MILBURN.

ARTICLE SIX: DIRECTORS: The Board of Directors of the corporation shall consist of no less than ONE and no more than EIGHT members.

The names and addresses of the initial Board of Directors are:

JANNIE H. MILBURN
35 Rivercliff Lane
Merritt Island, FL 32952

STEPHEN B. LONG
P.O. BOX 2236
Cocoa, FL 32923

ARTICLE SEVEN: INCORPORATORS: The incorporator of the corporation and the subscriber to these Articles of Incorporation is:

JANNIE H. MILBURN
35 Rivercliff Lane
Merritt Island, FL 32952

STEPHEN B. LONG
P.O. BOX 2236
Cocoa, FL 32923

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve, and/or adopt these amendments to these Articles of Incorporation.

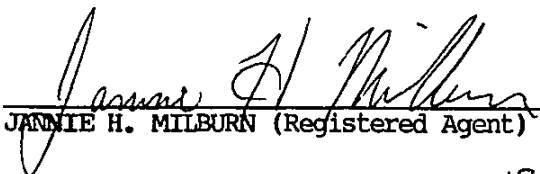
ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation is: 7000 No. Atlantic Avenue, Cape Canaveral, Florida 32920 and the mailing address is: THE SAME.

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

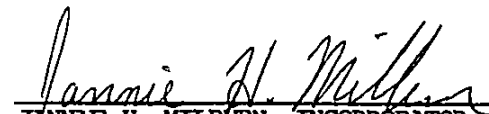
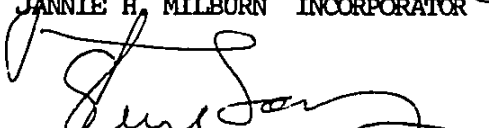
HEAVEN'S INC. OF BREVARD, a Florida corporation, pursuant to Florida Statute 48.091, and its Articles of Incorporation, hereby designates JANNIE H. MILBURN, whose address is 7000 No. Atlantic Avenue, Cape Canaveral, Florida 32920 as its Registered Agent and Registered Office for the service of process as required by law.

I, **JANNIE H. MILBURN**, of 7000 No. Atlantic Avenue, Cape Canaveral, Florida 32920 having been named in the foregoing Designation of Registered Agent by **HEAVEN'S INC. OF BREVARD**, a Florida corporation and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute 48.091, do hereby accept said designation, and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law, and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.


JANNIE H. MILBURN (Registered Agent)

DATED this 23 day of January, 1997.

IN WITNESS WHEREOF, I have subscribed my name this 23 day of January, 1997.


JANNIE H. MILBURN INCORPORATOR

STEPHEN B. LONG INCORPORATOR

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SECRETARY OF STATE
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