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June 10, 1997

Secretary Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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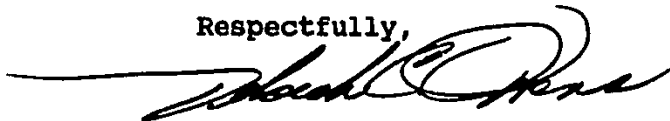
Dear Sir/Madame:

Please find enclosed Articles Of Incorporation for **HEARTLAND REALTY & PROPERTIES, INC.** I am requesting that you file said articles and return to me a certified copy of the Articles upon filing.

Enclosed you will find a firm check in the amount of one-hundred twenty-two dollars and fifty cents (\$122.50) to cover the expenses of the above.

Should you have any questions, please feel free to contact me at the above noted telephone number or our toll free number of 1-800-601-1119.

Respectfully,



DEBORAH C. OWENS,
PARALEGAL

DC024:LTRASDZ

DCO/bms
Enclosure

FILED
97 JUN 13 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/16/97

ARTICLES OF INCORPORATION

OF

HEARTLAND REALTY & PROPERTIES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned have this day formed a corporation for the transaction of business, and the promotion and conduct of the objects and purposes hereinafter stated, under and pursuant to the laws of the State of Florida,

AND WE DO HEREBY CERTIFY THAT:

ARTICLE I

The name and address of the corporation, which is hereinafter referred to as "the corporation" is HEARTLAND REALTY & PROPERTIES, INC.

ARTICLE II

The principal office and place of business of the corporation shall be at 124 North 10th Street, Haines City, Florida 33844, with the mailing address of 124 North 10th Street, Haines City, Florida 33844.

Offices for the transaction of any business of the corporation and where the meetings of the Board of Directors and the stockholders may be held, and where the books of the corporation may be kept, may be established and maintained in any other part of the State of Florida, or any other state, territory or possession of the United States of America, the District of Columbia, or in any foreign country.

ARTICLE III

The nature of the business and objects and purposes proposed to be transacted, promoted or carried on by the corporation are to engage in any lawful activity.

ARTICLE IV

The amount of the total authorized capital stock of this corporation is 8000 shares without nominal or par value. Each share of stock shall have one (1) vote. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the full paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Said stock shall not be subject to assessment to pay the debts of the corporation, and no paid-up stock and no stock issued as fully paid shall ever be assessed or assessable by the corporation.

ARTICLE V

The governing board of this corporation shall be known as directors, and number of directors may from time to time be increased in such manner as shall be provided by the bylaws of this corporation, provided that the number of directors shall not be reduced to less than one (1), except that in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than two (2) but not less than the number of stockholders. The name and post office address of the first board of directors is as follows:

Deborah M. Isom - 124 North 10th Street, Haines City, FL 33844

ARTICLE VI

The name and post office address of the incorporators signing these Articles of Incorporation are as follows:

Deborah M. Isom - 124 North 10th Street, Haines City, FL 33844

ARTICLE VII

The corporation is to have perpetual existence.

ARTICLE VIII

1. The Board of Directors shall have the power and authority to make and alter, or amend, the bylaws, to fix the amount in cash or otherwise, to be reserved as working capital, and to authorize and cause to be executed the mortgages and liens upon the property and franchises of the corporation.

2. The Board of Directors shall, from time to time, determine whether, and to what extent, and at which times and places, and under what conditions and regulations, the accounts and books of this corporation, or any of them, shall be open to the inspection of stockholders; and no stockholder shall have the right to inspect any account, book or document of this corporation except as conferred by the statutes of Florida, or authorized by the directors or by resolution of the stockholders.

3. No sale, conveyance, transfer, exchange or other disposition of all or substantially all of the property and assets of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise two-thirds (2/3) of the voting power of the corporation.

4. The stockholders and directors shall have the power to hold their meetings, and keep the books, documents and papers of the corporation outside of the State of Florida and at such place as may from time to time be designated by the bylaws or by the resolution of the Board of Directors or stockholders, except as otherwise required by the laws of the State of Florida.

5. The corporation shall indemnify each present and future officer and director of the corporation and each person who serves at the request of the corporation as an officer or director of any other corporation, whether or not such person is also an officer or director of the corporation, against all costs, expenses and liabilities, including the amounts of judgments, amounts paid in compromise settlements and amounts paid for services of counsel and other related expenses, which may be incurred by or imposed on him in connection with any claim, actions, suit, proceedings, investigation or inquiry hereafter made, instituted or threatened

in which he may be involved as a party or otherwise by reason of any past or future action taken or authorized and approved by him or any omission to act as such officer or director, at the time of the incurring or position of such action, suit or proceeding, be finally adjudged to be liable by reason of his negligence or willful misconduct toward the corporation or such other corporation in the performance of these duties as such officer or director. As to whether or not a director or officer was liable by reason of his negligence or willful misconduct toward the corporation or such officer or director, in the absence of such final adjudication of the existence of such liability the Board of Directors as each officer and director may conclusively rely upon an opinion of the legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law or otherwise, and shall insure to the benefit of the heirs, executors, administrators and assigns of each officer or director.

ARTICLE IX

Authority is hereby granted to the holders of shares of this authorized number of directors of this corporation by a duly adopted amendment to the bylaws of this corporation.

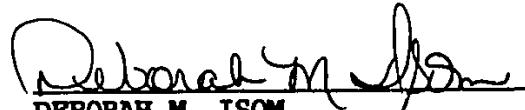
ARTICLE X

After the formation of this corporation, each shareholder of this corporation shall be entitled to purchase and/or subscribe for the number of shares of this corporation which may hereafter be authorized and issued for money, which bears the same ratio to the number of shares then held by him bear to the number of shares subscribed immediately prior to such additional issue.

ARTICLE XI

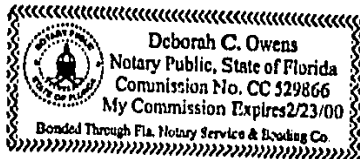
No shareholder shall transfer, alienate, or in any way dispose of any share of the corporation unless such shares shall first have been offered for sale to the corporation. The corporation reserve and shall have the exclusive right and option to purchase such shares at a price equal to the market value thereof within thirty (30) days after such offer. After the expiration of such time, the shareholder, if the corporation shall not have exercised its option to purchase, shall be free to transfer, alienate or otherwise dispose of such shares without any restriction whatsoever.

The parties hereinafter named, for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of the general corporation law of the State of Florida, does make and file this certificate, hereby declaring and certifying that the facts hereinabove stated are true, and accordingly have hereunto set our hands this the 3rd day of June, 1997.


DEBORAH M. ISOM

STATE OF FLORIDA)
) SS.
COUNTY OF HIGHLANDS)

ON THIS the 3rd day of June, 1997, personally appeared before me, a Notary Public in and for said county and State, DEBORAH M. ISOM, who is personally known to me, and who acknowledged to me that she executed the foregoing document.




NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

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

Pursuant to the provision of Sections 607.0501 or 617.0501, 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 REALTY & PROPERTIES, INC.

2. The name and address of the registered agent and office is:

**GARY R. GOSSETT, JR., ESQ.
2221 U.S. Highway 27 South
Sebring, Florida 33870**

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Gary R. Gossett, Jr.*

Date: *June 3rd, 1997*

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TALLAHASSEE, FLORIDA