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THE LAW OFFICES OF CHARLES S. ISLER & ASSOCIATES, P.A.

Attorneys and Counselors at Law
Post Office Box 430
Panama City, Florida 32402-0430

May 13, 1997

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*****122.50 *****122.50

Florida Department of State
Attn: New Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Charles S. Isler
Sher L. Allan
Julie Ann Sombathy

Re: Heath Development, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation, as well as a check in the sum of \$122.50 for your fee. After filing has been completed, please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact me.

Sincerely,

Barbie Adams

Barbie Adams
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1997

CHARLES S. ISLER, ESQ.
P.O. BOX 430
PANAMA CITY, FL 32402-0430

SUBJECT: HEATH DEVELOPMENT, INC.
Ref. Number: W97000011674

We have received your document for HEATH DEVELOPMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 897A00026953

THE LAW OFFICES OF CHARLES S. ISLER & ASSOCIATES, P.A.

Attorneys and Counselors at Law

Post Office Box 430

Panama City, Florida 32402-0430

June 16, 1997

Florida Department of State
Attn: New Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Charles S. Isler
Julie Ann Sombathy

Downtown Office:

434 Magnolia Avenue
Panama City, FL 32401
Phone 904-769-5532
Facsimile 904-785-5852

Beach Office:

2226 Thomas Drive
Panama City Beach, FL 32408
Phone 904-233-9613
Facsimile 904-233-0632

Re: Heath Development, Inc.

Dear Sir or Madam:

Enclosed is the corrected Articles of Incorporation for Heath Development, Inc. along with your letter dated May 20, 1997. After filing has been completed, please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact me.

Sincerely,

Barbie Adams

Barbie Adams
Legal Assistant

/ba

Enclosures

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ARTICLES OF INCORPORATION
OF
HEATH DEVELOPMENT, INC.

97 JUN 26 AM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator Cindy Heath hereby forms HEATH DEVELOPMENT, INC., a Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be HEATH DEVELOPMENT, INC. and its address is 524 Harrison Avenue, Panama City, Florida 32401.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 434 Magnolia Avenue, Panama City, Florida 32401. The initial registered agent for this corporation at its registered office is Charles S. Isler, III. The Board of Directors shall have the power to establish branch offices, and to move the

registered office of the corporation to any other address in Florida. The principal office of the corporation shall be:

524 Harrison Avenue
Panama City, Florida 32401

6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is Three (3). The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

- Cindy Heath
524 Harrison Avenue
Panama City, Florida 32401
- Benjamin Heath
524 Harrison Avenue
Panama City, Florida 32401

7. INCORPORATOR: The following is the name and address of the incorporator of this corporation:

Cindy Heath
524 Harrison Avenue
Panama City, Florida 32401

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 12 day of May, 1997.

Cindy Heath
Cindy Heath
Incorporator

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Cindy Heath to me known and known to me to be the person described as incorporator and who signed these Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 12 day of May, 1997.

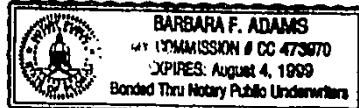
Who is personally known by me.
 Who produced _____ as identification.

Barbara F. Adams (Signature)
(Print Name)

Notary Public
My Commission Expires: _____
Commission #: _____

(Notary Seal)

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CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
HEATH DEVELOPMENT, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That HEATH DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Charles S. Isler

Charles S. Isler, III
434 Magnolia Avenue
Panama City, FL 32401

97 JUN 26 AM 3:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA