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10/28/97 FLORIDA DIVISION OF CORPORATIONS 10:40 AM
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: HERITAGE RURAL HOUSING, INC. ACCT#: 074723003716
CONTACT: ALICE C VALLIERE
PHONE: (407)799-4090 FAX #: (407)799-0233

FILED
97 OCT 28 PM 2:00
TALLAHASSEE, FLORIDA

NAME: HERITAGE PARTNERS GROUP XXXIII, INC.
AUDIT NUMBER.....H97000017909
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$131.25

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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OCT 28 1997

**ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP XXXIII, INC.**

ARTICLE I - NAME

The name of the corporation is: **HERITAGE PARTNERS GROUP XXXIII, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

THIS INSTRUMENT PREPARED BY:
GREGORY A. POFF, ESQ.
430 CHALLENGER ROAD
CAPE CANAVERAL, FL 32920
(407) 799-4090
FL BAR NO. 0220531

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TALLAHASSEE, FLORIDA
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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 450 Challenger Road, Cape Canaveral, Florida, 32920, and the name of the initial registered agent of this corporation at that address is: JACQUELINE McPHILLIPS.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 450 Challenger Road, Cape Canaveral, Florida, 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than two (2). The names and addresses of the initial Directors of this corporation are:

JACQUELINE McPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

MICHAEL McPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATORS

The name and address of the person executing these Articles of Incorporation is:

Jacqueline McPhillips
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

JACQUELINE McPHILLIPS

750 Shares

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation or the corporation.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of October, 1997.


Jacqueline McPhillips

ACCEPTANCE OF REGISTERED AGENT

Jacqueline McPhillips, hereby certifies that she is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document she reaffirms that she agrees to serve as Registered Agent.


Jacqueline McPhillips

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